

COPY

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

CONFIDENTIAL
RECEIVED
DEC 20 2007
OIL, GAS & MINING

FORM APPROVED
OMB No. 1004-0137
Expires July 31, 2010

5. Lease Serial No.
U-43777

Indian, Allottee or Tribe Name

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		7. If Unit or CA Agreement, Name and No. N/A
1b. Type of Well: <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single Zone <input type="checkbox"/> Multiple Zone		8. Lease Name and Well No. Federal 14-4-16-12
2. Name of Operator Bill Barrett Corporation		9. API Well No. pending 43015-30736
3a. Address 1099 18th Street, Suite 2300 Denver, CO 80202	3b. Phone No. (include area code) 303-312-8134	10. Field and Pool, or Exploratory Exploratory Whitcomb
4. Location of Well (Report location clearly and in accordance with any State requirements.) At surface SESW, 784' FSL, 1821' FWL 536220X 39.457424 At proposed prod. zone same 43674154 - 110.579003		11. Sec., T. R. M. or Blk. and Survey or Area Sec. 4, T16S-R12E
14. Distance in miles and direction from nearest town or post office* approximately 23 miles from Price, Utah		12. County or Parish Emery County
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1821'		13. State UT
16. No. of acres in lease 2304.21	17. Spacing Unit dedicated to this well unspaced	
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. 275' (P&Ad well)	19. Proposed Depth 8300'	20. BLM/BIA Bond No. on file Nationwide Bond #WYB000040
21. Elevations (Show whether DF, KDB, RT, GL, etc.) 5433' ungraded ground	22. Approximate date work will start* 06/01/2008	23. Estimated duration 50 days

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No.1, must be attached to this form:

- | | |
|--|---|
| 1. Well plat certified by a registered surveyor. | 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). |
| 2. A Drilling Plan. | 5. Operator certification |
| 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO must be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the BLM. |

25. Signature <i>Tracey Fallang</i>	Name (Printed/Typed) Tracey Fallang	Date 12/17/07
Title Environmental/Regulatory Analyst		
Approved by (Signature) <i>Bradley G. Hill</i>	Name (Printed/Typed) BRADLEY G. HILL	Date 12-27-07
Title OFFICE ENVIRONMENTAL MANAGER		

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Continued on page 2)

*(Instructions on page 2)

**Federal Approval of this
Action is Necessary**

T16S, R12E, S.L.B.&M.

BILL BARRETT CORPORATION

Well location, FEDERAL #14-4-16-12, located as shown in the SE 1/4 SW 1/4 of Section 4, T16S, R12E, S.L.B.&M., Emery County, Utah.

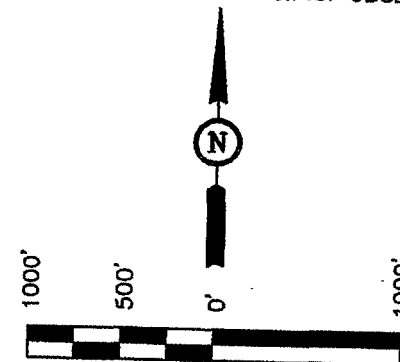
T15S
T16S

BASIS OF ELEVATION

SPOT ELEVATION AT THE SOUTHEAST CORNER OF SECTION 36, T15S, R12E, S.L.B.&M., TAKEN FROM THE MOUNDS QUADRANGLE, UTAH, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5396 FEET.

BASIS OF BEARINGS

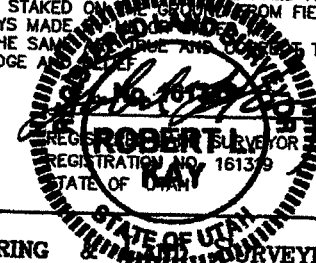
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

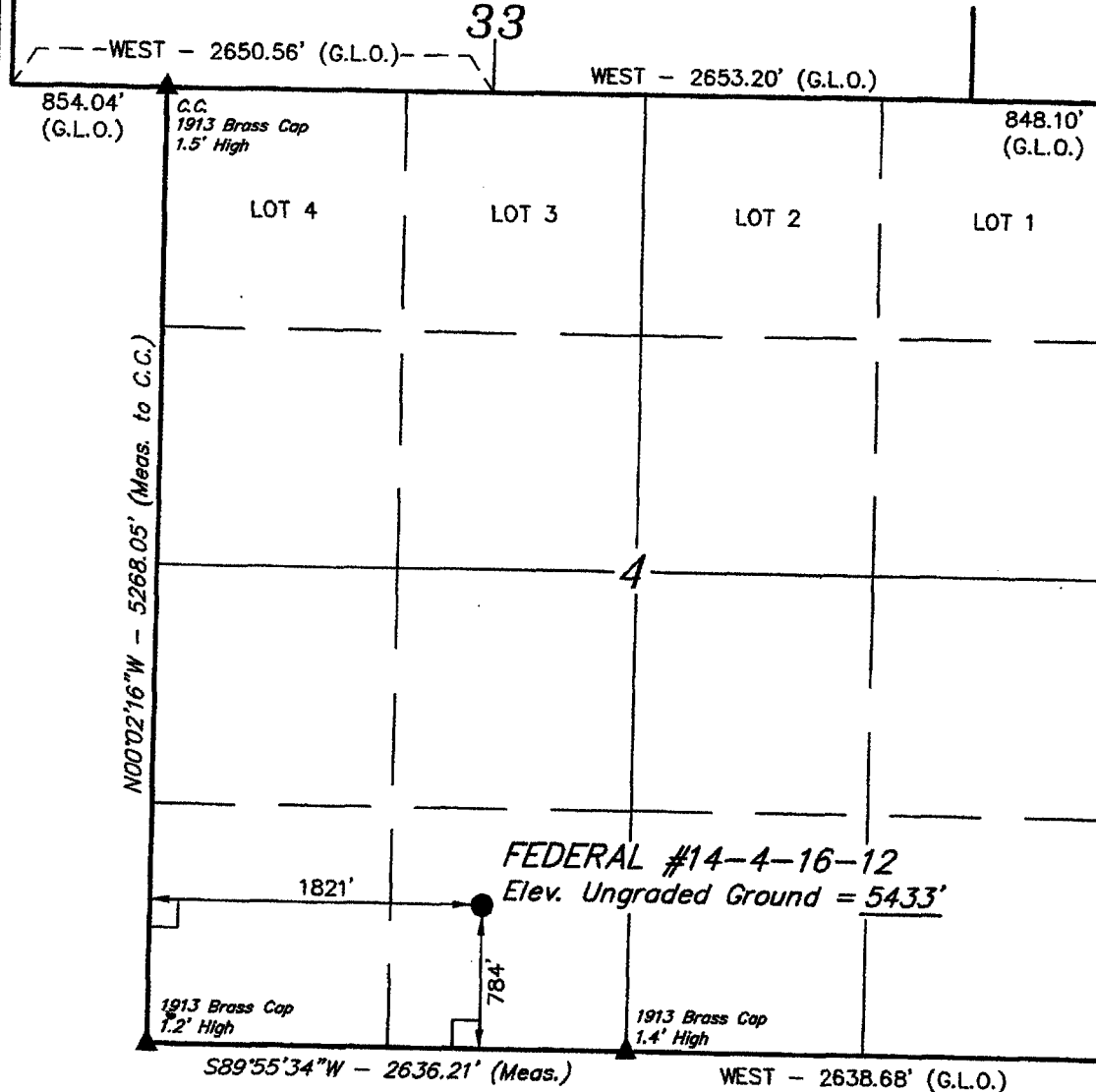
CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED AND LOCATION AS SHOWN WAS STAKED ON THE GROUND FROM FIELD NOTES OF ACTUAL SURVEYS MADE UNDER MY CLOSE PERSONAL SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



UINTAH ENGINEERING & SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 08-16-07	DATE DRAWN: 08-27-07
PARTY D.R. A.P. P.M.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BILL BARRETT CORPORATION	



LEGEND:

- └ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

(AUTONOMOUS NAD 83)
LATITUDE = 39°27'26.81" (39.457447)
LONGITUDE = 110°34'46.79" (110.579664)
(AUTONOMOUS NAD 27)
LATITUDE = 39°27'26.93" (39.457481)
LONGITUDE = 110°34'44.23" (110.578953)

HAZARDOUS MATERIAL DECLARATION

FOR WELL NO. FEDERAL 14-4-16-12
LEASE NO. U-43777

Bill Barrett Corporation guarantees that during the drilling and completion of the above referenced well, we will not use, produce, or store, transport or dispose 10,000# annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Super Amendments and Reauthorization Act (SARA) of 1986.

Bill Barrett Corporation guarantees that during the drilling and completion of the above referenced well, we will use, produce, store, transport, or dispose less than the threshold planning quantity (TPQ) of any extremely hazardous substances as defined in 40 CFR 355.

DRILLING PROGRAM

BILL BARRETT CORPORATION

FEDERAL 14-4-16-12

SESW, 784' FSL, 1821' FWL, Sec. 4, T16S-R12E, S.L.B.&M.
Carbon County, Utah

1 - 2. **Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals**

<u>Formation</u>	<u>Depth - MD</u>
Morrison	533'
Entrada	1433'
Navajo	2178'
Wingate	2660'
Moenkopi	3380'
Sinbad	4045'
Kaibab	4451'
Coconino	4620'
Pennsylvanian	5325'
Manning Canyon*	6925'
Humbug	7840'
TD	8300'

PROSPECTIVE PAY

*The Manning Canyon formation is the primary objective for oil/gas.

3. **BOP and Pressure Containment Data**

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 - 1000'	No pressure control required
1000' - TD	11" 3000# Ram Type BOP 11" 3000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 3,000#. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up to operate most efficiently in this manner.	

4. **Casing Program**

<u>Hole Size</u>	<u>SETTING DEPTH (FROM) (TO)</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
12 1/4"	surface	1,000'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4"	surface	8,300'	5 1/2"	20#	P-110	LT&C	New

Note: Any substitute casing string shall have equivalent or greater collapse, tension and burst properties.

5. **Cementing Program**

9 5/8" Surface Casing	Lead with approximately 220 sx Halliburton Light Premium with additives mixed at 12.7 ppg (yield = 1.85 ft ³ /sx) and tail with approximately 170 sx Premium cement with additives mixed at 15.8 ppg (yield = 1.15 ft ³ /sx) circulated to surface with 100% excess.
5 1/2" Production Casing	Lead with approximately 180 sx Halliburton Hi-Fill cement with additives mixed at 11 ppg (yield = 3.81 ft ³ /sx). Follow with primary cement, 1080 sx of 50/50 Poz Premium with additives mixed at 13.4 ppg (yield = 1.49 ft ³ /sk). Top of cement to be determined by log and sample evaluation; estimated TOC 900'.

Note: Actual volumes to be calculated from caliper log.

6. **Mud Program**

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0 – 1000'	8.3 – 8.9	36 – 42	20 cc or less	Freshwater/Polyplus/Drilzone/Max Gel
1000' – 8300'	9.2 – 10.4	38 – 42	6 cc or less	Black Fury System

Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce tork and drag.

Note: In the event air drilling should occur at this location:

- Fresh water would be used to suppress the dust coming out. The blooie line, approximately 37' long and 6" diameter, would run from the pit to the wellhead. There is no ignition system as burnable gas should not be encountered.
- Capacity of compressor: 1250SCFM with an 1170 SCFM on standby, which would be located very near the wellbore. The compressor has switches to shut off should any problems be encountered.
- The rig has mud pumps capable of pumping the kill fluid (fresh water), of which there is 500 bbls on location at all times.

7. **Testing, Logging and Core Programs**

Cores	Planning on coring up to 1000';
Testing	None anticipated;
Sampling	30' samples to 5,500', then 10' samples from 5,500 to TD
Surveys	Run every 1000' and on trips, slope only;
Logging	DIL-GR-SP, FDC-CNL-GR-CAL-Pe-Microlog, Sonic-GR, all TD to surface and 1,500' of FMI, ECS and Sonic Scanner logs

8. **Anticipated Abnormal Pressures or Temperatures**

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4489 psi* and maximum anticipated surface pressure equals approximately 2663 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A - (0.22 x TD)

9. **Auxiliary Equipment**

- a) Upper kelly cock; lower Kelly cock will be installed while drilling
- b) Inside BOP or stab-in valve (available on rig floor)
- c) Safety valve(s) and subs to fit all string connections in use
- d) Mud monitoring will be visually observed

10. **Drilling Schedule**

Location Construction: June 2008
Spud: June 2008
Duration: 20 days drilling time
30 days completion time

Well name:	Federal 14-4-16-12 Manning Canyon
Operator:	Bill Barrett Corporation
String type:	Surface
Location:	Section 4, T16S-R12E, Emery, Co. UT

Design parameters:

Collapse

Mud weight: 8.60 ppg

Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Environment:

H2S considered? No
 Surface temperature: 71.00 °F
 Bottom hole temperature: 80 °F
 Temperature gradient: 0.85 °F/100ft
 Minimum section length: 1,000 ft

Burst:

Design factor 1.00

Cement top: Surface

Burst

Max anticipated surface

pressure: 455 psi

Internal gradient: 0.22 psi/ft

Calculated BHP 675 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.80 (J)
 Buttress: 1.80 (J)
 Premium: 1.80 (J)
 Body yield: 1.80 (B)

Non-directional string.

Tension is based on buoyed weight.

Neutral point: 873 ft

Re subsequent strings:

Next setting depth: 8,040 ft
 Next mud weight: 9.300 ppg
 Next setting BHP: 3,884 psi
 Fracture mud wt: 13.000 ppg
 Fracture depth: 1,000 ft
 Injection pressure 675 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	1000	9.625	36.00	J-55	ST&C	1000	1000	8.796	71.2
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	447	2020	4.522	675	3520	5.21	31	394	12.54 J

Prepared Dominic Spencer
 by: Bill Barrett

Phone: (303) 312-8164
 FAX: (303) 312-8195

Date: September 18, 2007
 Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 1000 ft, a mud weight of 8.6 ppg. The casing is considered to be evacuated for collapse purposes.

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name: **Federal 14-4-16-12 Manning Canyon**
 Operator: **Bill Barrett Corporation**
 String type: **Production: Frac**
 Location: **Section 4, T16S-R12E, Emery, Co. UT**

Design parameters:

Collapse

Mud weight: 9.30 ppg

Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Environment:

H2S considered? No
 Surface temperature: 71.00 °F
 Bottom hole temperature: 139 °F
 Temperature gradient: 0.85 °F/100ft
 Minimum section length: 1,500 ft

Burst:

Design factor 1.00

Cement top: 1,000 ft

Burst

Max anticipated surface pressure:

5,155 psi

Internal gradient:

0.22 psi/ft

Calculated BHP

6,924 psi

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.80 (J)
 Buttress: 1.80 (J)
 Premium: 1.80 (J)
 Body yield: 1.80 (B)

Non-directional string.

No backup mud specified.

Tension is based on buoyed weight.

Neutral point: 6,908 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	8040	5.5	20.00	P-110	LT&C	8040	8040	4.653	325.4
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	3884	11100	2.858	6924	12630	1.82	138	548	3.97 J

Prepared Dominic Spencer
 by: Bill Barrett

Phone: (303) 312-8164
 FAX: (303) 312-8195

Date: September 18, 2007
 Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 8040 ft, a mud weight of 9.3 ppg. The casing is considered to be evacuated for collapse purposes.

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Job Information

Surface Casing

Federal 14-4-16-12

Surface Casing	0 - 1000 ft (MD)
Outer Diameter	9.625 in
Inner Diameter	8.921 in
Linear Weight	36 lbm/ft
Casing Grade	J-55
Surface Hole	0 - 1000 ft (MD)
Inner Diameter	12.250 in
Job Excess	80 %
Mud Type	Water Based Mud
Mud Weight	8.60 lbm/gal
BHST	80 degF

Job Recommendation

Surface Casing

Fluid Instructions

Fluid 1: Spacer Sweep

Fresh Water

Fluid Density: 8.40 lbm/gal

Fluid Volume: 20 bbl

Fluid 2: Lead Cement – (700 – 0')

Halliburton Light Premium

2 % Calcium Chloride (Accelerator)

0.125 lbm/sk Poly-E-Flake (Lost Circulation Additive)

Fluid Weight 12.70 lbm/gal

Slurry Yield: 1.85 ft³/sk

Total Mixing Fluid: 9.90 Gal/sk

Top of Fluid: 0 ft

Calculated Fill: 700 ft

Volume: 70.28 bbl

Calculated Sacks: 213.31 sks

Proposed Sacks: 220 sks

Fluid 3: Tail Cement – (1000 – 700')

Premium Cement

94 lbm/sk Premium Cement (Cement)

2 % Calcium Chloride (Accelerator)

0.125 lbm/sk Poly-E-Flake (Lost Circulation Additive)

Fluid Weight 15.80 lbm/gal

Slurry Yield: 1.15 ft³/sk

Total Mixing Fluid: 4.97 Gal/sk

Top of Fluid: 700 ft

Calculated Fill: 300 ft

Volume: 33.52 bbl

Calculated Sacks: 163.67 sks

Proposed Sacks: 170 sks

Job Information

Production Casing

Federal 14-4-16-12

Surface Casing	0 - 1000 ft (MD)
Outer Diameter	9.625 in
Inner Diameter	8.921 in
Linear Weight	36 lbm/ft
Casing Grade	J-55

Production Casing	0 - 8040 ft (MD)
Outer Diameter	5.500 in
Inner Diameter	4.778 in
Linear Weight	20 lbm/ft
Casing Grade	P-110

Production Hole	1000 - 8040 ft (MD)
Inner Diameter	8.750 in
Job Excess	25 %

Mud Type	Water Based Mud
Mud Weight	9.30 lbm/gal
BHST	140 degF

Job Recommendation

Production Casing

Fluid Instructions

Fluid 1: Water Spacer

Fresh Water

Fluid Density: 8.34 lbm/gal

Fluid Volume: 10 bbl

Fluid 2: Reactive Spacer

Super Flush

Fluid Density: 9.20 lbm/gal

Fluid Volume: 20 bbl

Fluid 3: Water Spacer

Fresh Water

Fluid Density: 8.34 lbm/gal

Fluid Volume: 10 bbl

Fluid 4: Lead Cement – (3000 – 900')

Halliburton Hi-Fill

3 lbm/sk Granulite TR 1/4 (Lost Circulation Additive)

Fluid Weight 11 lbm/gal

Slurry Yield: 3.81 ft³/sk

Total Mixing Fluid: 23.40 Gal/sk

Top of Fluid: 900 ft

Calculated Fill: 2100 ft

Volume: 117.27 bbl

Calculated Sacks: 172.81 sks

Proposed Sacks: 180 sks

Fluid 5: Primary Cement – (TD – 3000')

50/50 Poz Premium

2 % Bentonite (Light Weight Additive)

3 % KCL (Clay Control)

0.75 % Halad(R)-322 (Low Fluid Loss Control)

0.2 % FWCA (Free Water Control)

3 lbm/sk Silicalite Compacted (Light Weight Additive)

0.25 lbm/sk Flocele (Lost Circulation Additive)

1 lbm/sk Granulite TR 1/4 (Lost Circulation Additive)

Fluid Weight 13.40 lbm/gal

Slurry Yield: 1.49 ft³/sk

Total Mixing Fluid: 7.06 Gal/sk

Top of Fluid: 3000 ft

Calculated Fill: 5040 ft

Volume: 284.41 bbl

Calculated Sacks: 1071.70 sks

Proposed Sacks: 1080 sks

Fluid 6: Water Displacement

Clayfix II Water

0.084 gal/bbl MA-844 (Surfactant)

0.084 gal/bbl Clayfix II (Clay Control)

Fluid Density: 8.33 lbm/gal

Fluid Volume: 177.33 bbl



Drilling Fluids Proposal
Bill Barrett Corporation
Federal 14-4-16-12

Drilling Interval Summary

<i>12-1/4" Hole 0'-1,000' 9-5/8" Casing</i>	
Focus for interval	Circulating reserve with fresh water maintaining Total Hardness in drill water 400 – 500 mg/l for inhibition. Keep hole clean with MAX GEL and POLYPLUS sweeps every 200 ft or as needed due to hole conditions.
Drilling Fluid System	Circulating reserve pumping MAX GEL and POLYPLUS sweeps every 200' Maintain a total Hardness in the drill water of 400 – 500 mg/L.
Key Products	MAX GEL, POLYPLUS 5gal/can, Lime, Gyp, DRILZONE L
Expected Formations This Interval	Morrison @ 533'
Destination of System At End of Interval	If the drill water in the rig tanks is clean then use for mud up in the next interval. Drill water must be clear if to be used in next interval.
Additional Equipment Required This Interval	Mud Van if desired @ \$25.00 Day, Mud Float if desired @ \$25.00 Day, Operator Supplied Lab Trailer
Recommended Solids Control Equipment This Interval	None expected for use all returns will be out the flow line unless a light mud up is required to run casing or cement.
Recommended Pressure Control Equipment This Interval	None required
Recommended Screen Usage For Interval	On Shale Shakers (175-210 mesh)
Waste Management	Discharge all cuttings and water based mud generated liquids to the reserve pit. (No oils or other hazardous materials or fluids are to be discharged in to the reserve pit)
Available Waste Storage	Earthen Reserve Pit
Estimated Properties of Disposed Waste	Chlorides <3000, oil 0%, pH 9.5 - 10
Operational Issues	Pump High Vis sweeps every 200' or as needed to clean well bore, Light mud up only if needed to run casing, for hole issues, or cementing. Solids Loading, Keeping Drill Water Clean, Maintaining 400-500 mg/l total hardness
Potential Problems	Reactive Clays, Bit Balling, Total Lost Circulation, Hole Cleaning, Sloughing Shales, Water Flows
Engineering Service Type	Routine Engineering at \$300.00 / Day

M-I SWACO
410 17th Street, Suite 800
Denver, Colorado 80202
Tel: (303) 623-0911 Fax: (303) 572-7044

CONFIDENTIAL DOCUMENT



Drilling Fluids Proposal

Bill Barrett Corporation

Federal 14-4-16-12

Interval Key Performance Indicators

Interval Depth (ft)	Maximum Mud Weight	Low Gravity Solids	Solids Removal Efficiency	MBT (#/bbl)	ROP (Ft/Hr)
0 – 1,000'	8.4	<2	98 %	<2	>100

Interval Fluid Properties

Fluid Density (ppg)	Funnel Viscosity (Sec/Qt)	Plastic Viscosity (cp)	Yield Point (lb/100ft ²)	MBT (lb/bbl)	Drill Solids (%)	API Fluid Loss (cc/30min)
8.3 – 8.4	26 - 30	0 - 2	0 - 2	<2	<2	UC

Drilling Interval Discussion

- Drill the 12-1/4" with fresh water circulating the reserve pit pumping Max Gel / Poly Plus sweeps every 200 feet or as required due to hole or hole cleaning issues.
- Utilize POLYPLUS, and DRILZONE L 2-3 visc cups each down the drill pipe on alternating connections to enhance hole cleaning and to help prevent bit balling.
- Maintain 400-500 mg/l total hardness utilizing Lime & Gyp in the suction tank at all times for maximum inhibition. Do not focus on maintaining the total hardness that high in the reserve pit, focus on maintaining the total hardness in the suction tank, eventually the whole system will have a total hardness of 400-500 mg/l if circulating the reserve long enough.
- Utilize MAX GEL / POLYPLUS sweeps every 200' to ensure adequate hole cleaning. Should hole cleaning become a problem increase the frequency and volume of the sweeps. If hole problems or hole cleaning issues cannot be solved with the implementation of the sweeps a mud up with a basic spud mud might be required. Mud up should only be performed as a last resort to solve any and all hole issues.
- Keep the drill solids to a minimum by using a selective flocculant (FLOXIT) and Lime while circulating the reserve pit. This will enhance solids separation for a cleaner solids free fluid at the suction. This will also minimize the potential for differential sticking and lost circulation.
- Lost circulation and seepage is problematic in this interval, and has occurred on most of the offset wells. Keep a good supply of lost circulation materials (Cedar Fiber/Fiber Plug, Multi Seal, Mica, SAFE-CARB, Sawdust, etc.) on location for any mud losses. Do not treat for losses of drill water unless the losses are greater than 50% of flow rate.
- Prior to running the surface casing, pump a 75 - 100 barrel high viscosity MAX GEL / Lime sweep and circulate the hole clean. Do not trip unless the hole is clean.

M-I SWACO
410 17th Street, Suite 800
Denver, Colorado 80202
Tel: (303) 623-0911 Fax: (303) 572-7044

CONFIDENTIAL DOCUMENT



Drilling Fluids Proposal
Bill Barrett Corporation
Federal 14-4-16-12

Mud Up & Mud Formulation Spud Mud

Spud Mud Primary Properties

MBT (Lb / bbl)	Mud Weight (ppg)	Funnel Viscosity Sec/qt	Yield Point (lb/100ft ²)	Gels 10 sec / 10 min	API Fluid Loss (ml/30min)	Drill Solids (%)
15-20	8.5 – 8.9	36 - 42	12-28	4/5	10 - 20	<5

Mix all products through supplied rig hopper:

- BEFORE MIXING MAX GEL MIX SODA ASH TO REDUCE HARDNESS IN SYSTEM BELOW 120mg/L.
 - 1) Mix MAX GEL 15 - 20ppb
 - 2) Mix POLYPLUS .25 - .5 ppb
 - 3) Lime & Gyp as needed to reestablish 400-500mg/l total hardness

After Mudded Up Maintain Chemical Concentrations By Keeping Up With Volume Accounting and All Dilution Volumes.

Sweep Formulations

Sweep hole every 200 feet or as needed to sufficiently clean the hole:

- BEFORE MIXING MAX GEL MIX SODA ASH TO REDUCE HARDNESS IN PREMIX BELOW 120mg/L.
 - 1) 100 bbls Fresh Water
 - 2) Mix MAX GEL 15 ppb
 - 3) Mix POLYPLUS .25 - .5 ppb
 - 4) ½ sx of Lime



Drilling Fluids Proposal

Bill Barrett Corporation

Federal 14-4-16-12

Drilling Interval Summary

<i>8-3/4" Hole 1,000' - 8,040" 5-1/2" Casing</i>	
Focus for interval	Mud up a BLACK FURY system at 1000', on the fly, being fully conditioned prior to drilling the Entrada formation @ 1,533'. Maintain 8-10cc fluid loss and 2 % BLACK FURY. Prior to drilling the Manning Canyon reduce the fluid loss to 6cc or less and maintain the Black Fury concentration at 2%
Drilling Fluid System	BLACK FURY
Key Products	M-I WATE, POLYPLUS-dry, POLYPAC-R, Lime, Gyp, DRILZONE L, MYACIDE,
Expected Formations This Interval	Entrada (1,533'), Navajo (2,178'), Wingate (2,660'), Moenkopi (3,380'), Sinbad (4,045'), Kaibab (4,451') Coconino (4,620), Pennsylvanian (5,325'), Manning Canyon (6,925'), Humbug (7,840')
Destination of System At End of Interval	Reserve pit or disposal
Additional Equipment Required This Interval	Mud Van if desired @ \$25.00 Day, Mud Float if desired @ \$25.00 Day, Operator Supplied Lab Trailer
Recommended Solids Control Equipment This Interval	Mongoose Dual Motion Shaker, CD 500 or 1850 Centrifuge
Recommended Pressure Control Equipment This Interval	Dual Super Chokes, Dual Choke Panel, Super Mud Gas Separator,
Recommended Screen Usage For Interval	On Shale Shakers during mud up (80 – 105 mesh) On Shale Shakers After 2-3 Circulations (175-210 mesh)
Waste Management	Discharge all cuttings and water based mud generated liquids to the reserve pit. (No oils or other hazardous materials or fluids are to be discharged in to the reserve pit)
Available Waste Storage	Earthen Reserve Pit
Estimated Properties of Disposed Waste	Chlorides <3000, oil 0%, pH 9.5 - 10
Operational Issues	Seepage losses, Hole Stability Issues, Conditioning fluid for coring,
Potential Problems	Reactive Clays, Bit Balling, Total Lost Circulation, Hole Cleaning, Sloughing Shales, Water Flows
Engineering Service Type	Routine Engineering at \$300.00 / Day

M-I SWACO
410 17th Street, Suite 800
Denver, Colorado 80202
Tel: (303) 623-0911 Fax: (303) 572-7044

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Drilling Fluids Proposal
Bill Barrett Corporation
Federal 14-4-16-12

Interval Key Performance Indicators

Interval Depth (ft)	Maximum Mud Weight	Low Gravity Solids	Solids Removal Efficiency	MBT (#/bbl)	ROP (Ft/Hr)
1,000' – 8,040'	9.2 – 10.4	<5	75 %	<10	25 - 45

Interval Fluid Properties

Fluid Density (ppg)	Funnel Viscosity (Sec/Qf)	Plastic Viscosity (cp)	Yield Point (lb/100ft ²)	MBT (lb/bbl)	Drill Solids (%)	API Fluid Loss (cc/30min)
9.2 – 10.4	38 - 42	12-18	22 - 28	<10	<5	< 6

Drilling Interval Discussion

- Prior to beginning mud-up ensure the makeup water in the pits is clean and the Ca⁺ level is less than 120 mg/L. Treat calcium level with Soda Ash additions.
- Begin mud-up of a BLACK FURY system at 1,000' just after drilling out of the surface casing, being fully conditioned prior drilling the Entrada formation at 1,533'. Calculations for this interval have been made with the assumption that mud up will be done after drilling out of cement into the production interval.
- For mud-up: mix 6 pounds per barrel MAX-GEL and 1.0-1.25 ppb POLYPLUS-dry to raise the viscosity to 36 - 42 sec./qt. This formulation should produce a fluid with a 12-15cc/30 min. API fluid loss. Utilize Caustic Soda and Lime to achieve and maintain a 9.5-10pH.
- When ½ of the MAX-GEL and POLYPLUS dry have been added, begin additions of POLYPAC-R at 1 PPB to reduce the fluid loss to less than 10cc/30min.
- Once the MAX GEL has had an opportunity to hydrate begin additions of GYP/LIME to maintain the Ca⁺ level at 400-500 mg/L. Maintain this level until TD.
- Add BLACK FURY to the active system until a concentration of 2% by volume is attained. Maintain this level throughout the interval.
- Utilize POLYPLUS-dry to maintain the fluid rheology until TD of this interval. Only add pre-hydrated MAX GEL to the system to maintain the original 5ppb mud up concentration. Once the drilling fluid is completely mudded up all MAX GEL additions must be pre-hydrated.

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Mud Up & Mud Formulation Black Fury LWDF

Black Fury LWDF Primary Properties						
MBT (Lb / bbl)	Mud Weight (ppg)	Funnel Viscosity Sec/qt	Yield Point (lb/100ft²)	Gels 10 sec / 10 min	API Fluid Loss (ml/30min)	Drill Solids (%)
<10	9.2 – 10.4	36 - 42	20-28	4/5	5 - 10	<5

Mix all products through LobeStar Shear Mixer if supplied:

- 1) BEFORE MIXING GEL MIX SODA ASH TO REDUCE HARDNESS IN PREMIX BELOW 200ml.
- 2) Mix MAX GEL 6 ppb
- 3) Mix POLYPLUS RD (DRY) 1.0 – 1.25 ppb
- 4) Mix POLYPAC-R 1 - 1.5 ppb
- 5) BLACK FURY 2% by Volume
- 6) Mix Lime & Gyp to increase total hardness back to 400-500 mg/l

After Mudded Up Maintain Chemical Concentrations By Keeping Up With Volume Accounting and All Dilution Volumes.

Expected Fluid properties as tested in the MI Swaco Houston Texas Lab:

600 rpm	78
300 rpm	53
200 rpm	43
100 rpm	29
6 rpm	5
3 rpm	4
YP	28
10 Sec Gel	4
10 Min Gel	5
API Filtrate	5.6 – 10 cc

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PRESSURE CONTROL EQUIPMENT - Schematic Attached

A. Type: Eleven (11) Inch Double Gate Hydraulic BOP with Eleven (11) Inch Annular Preventer. The blow out preventer will be equipped as follows:

1. One (1) blind ram (above).
2. One (1) pipe ram (below).
3. Drilling spool with two (2) side outlets (choke side 3-inch minimum, kill side 2-inch minimum).
4. 3-inch diameter choke line.
5. Two (2) choke line valves (3-inch minimum).
6. Kill line (2-inch minimum).
7. Two (2) chokes.
8. Two (2) kill line valves, one of which shall be a check valve (2-inch minimum).
9. Upper kelly cock valve with handles available.
10. Safety valve(s) & subs to fit all drill string connections in use.
11. Pressure gauge on choke manifold.
12. Fill-up line above the uppermost preventer.

B. Pressure Rating: 3,000 psi

C. Testing Procedure:

Annular Preventer

At a minimum, the Annular Preventer will be pressure tested to 50% of the rated working pressure for a period of ten (10) minutes or until provisions of the test are met, whichever is longer.

At a minimum the above pressure test will be performed:

1. When the annular preventer is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition, the Annular Preventer will be functionally operated at least weekly.

Blow-Out Preventer

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack (if isolated from the surface casing by a test plug) or to 70% of the internal yield strength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure will be

maintained for a period of at least ten (10) minutes or until the requirements of the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

1. When the BOP is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition the pipe and blind rams will be activated each trip, but not more than once each day. All BOP drills and tests will be recorded in the IADC driller's log.

D. Choke Manifold Equipment:

All choke lines will be straight lines unless turns use tee blocks or are targeted with running tees, and will be anchored to prevent whip and vibration.

E. Accumulator:

The accumulator will have sufficient capacity to open the hydraulically-controlled choke line valve (if so equipped), close all rams plus the annular preventer, and retain a minimum of 200 psi above precharge on the closing manifold without the use of closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity and the fluid level of the reservoir will be maintained at the manufacturer's recommendations.

The BOP system will have two (2) independent power sources to close the preventers. Nitrogen bottles (3 minimum) will be one (1) of these independent power sources and will maintain a charge equal to the manufacturer's specifications.

The accumulator precharge pressure test will be conducted prior to connecting the closing unit to the BOP stack and at least once every six (6) months thereafter. The accumulator pressure will be corrected if the measured precharge pressure is found to be above or below the maximum or minimum limits specified in the *Onshore Oil & Gas Order Number 2*.

A manual locking device (i.e. hand wheels) or automatic locking device will be installed on all systems of 2M or greater. A valve will be installed in the closing line as close as possible to the annular preventer to act as a locking device. This valve will be maintained in the open position and will be closed only when the power source for the accumulator is inoperative.

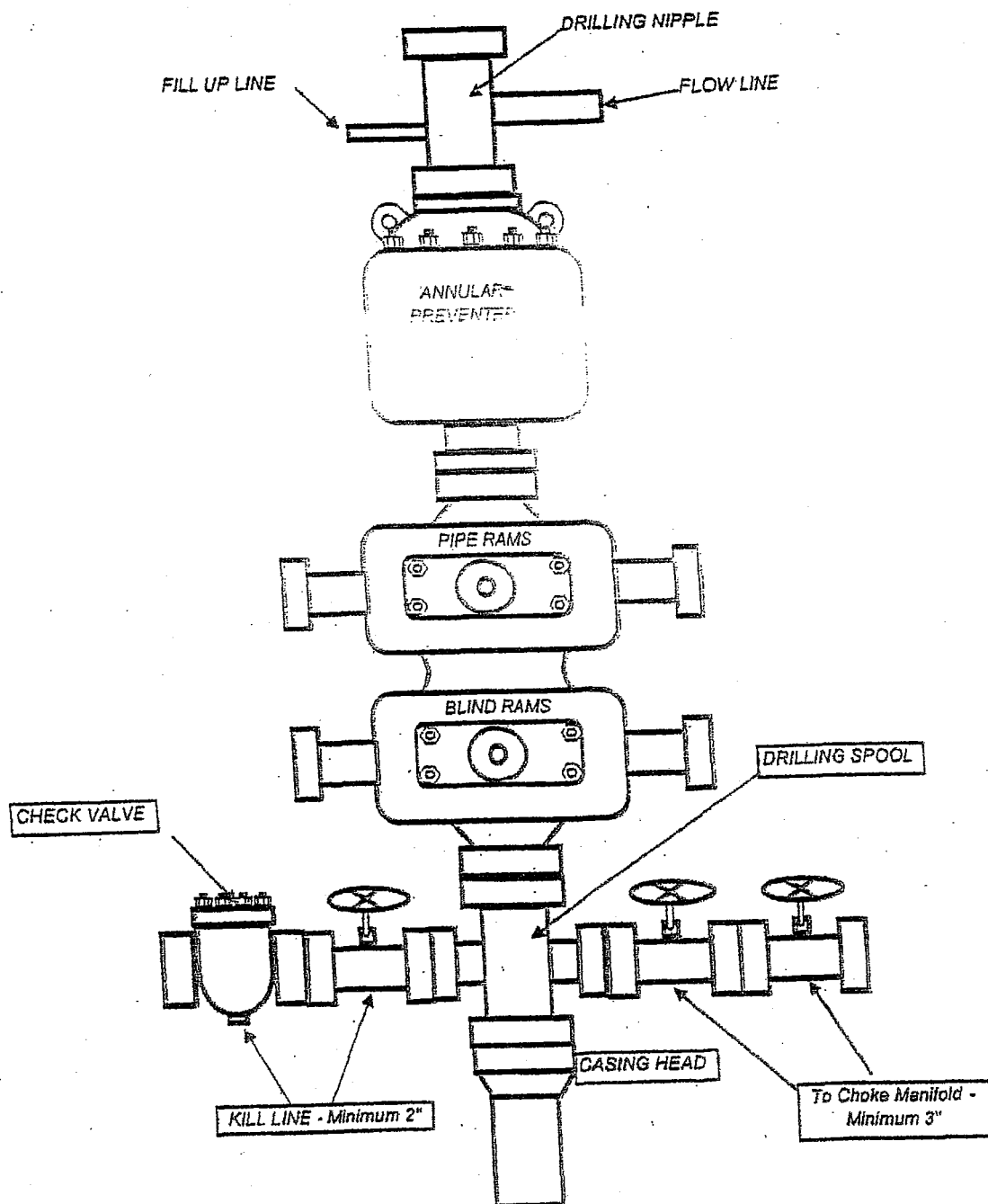
Remote controls shall be readily accessible to the driller. Remote controls for all 3M or greater systems will be capable of closing all preventers. Remote controls for 5M or greater systems will be capable of both opening and closing all preventers. Master controls will be at the accumulator and will be capable of opening and closing all preventers and the choke line valve (if so equipped).

F. Miscellaneous Information:

The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of *Onshore Oil & Gas Order Number 2*. The choke manifold will be located outside the rig sub-structure. The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but readily accessible to the driller. Exact locations and configurations of the hydraulic BOP closing unit will depend upon the particular rig contracted to drill this hole.

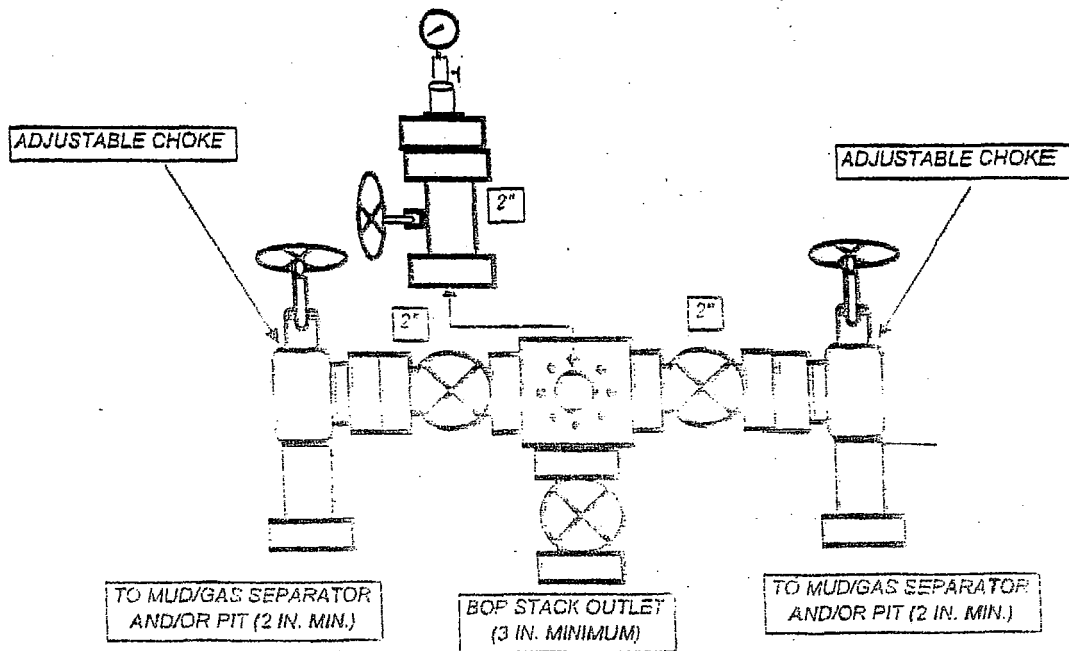
A flare line will be installed after the choke manifold, extending 125 feet (minimum) from the center of the drill hole to a separate flare pit.

BILL BARRETT CORPORATION
TYPICAL 3,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 3,000 p.s.i. CHOKE MANIFOLD



SURFACE USE PLAN

BILL BARRETT CORPORATION

FEDERAL 14-4-16-12

SESW, 784' FSL, 1821' FWL, Sec. 4, T16S-R12E, S.L.B.&M.
Carbon County, Utah

The onsite for this location was conducted on November 15, 2007

This vertical well location lies adjacent to a reclaimed, plugged and abandoned well, the Mounds Federal #4. If this well demonstrates the potential for production, a subsequent proposal would be necessary for construction of the pipeline. If the well proves to be incapable of producing natural gas in commercial quantities, it would be plugged and abandoned and the location reclaimed according to Bureau of Land Management (BLM) standards.

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. **Existing Roads:**

- a. The proposed well site is located approximately 23 miles southwest of Price, UT. Maps reflecting directions to the proposed well site are included (see Topographic maps A and B).
- b. Existing access would utilize SR-6 to the Carbon County maintained East Mounds Class B Road for 3.6 miles south-southwest to the county line. Existing access would then continue across the county line into Emery County on Emery County maintained County Road (CR) 119 for approximately 1.1 miles to the proposed new access road.
- c. All existing roads would be maintained and kept in good repair during all phases of operation.
- d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions.
- e. As the use of roads under maintenance of the State and County Road Department is necessary to access the proposed well, the following permits will be obtained prior to initiating operations:
 - i. Construction permit (Carbon County) - A low-water crossing exists in Carbon County along the East Mounds Class B Road, Sec. 34, T15S-R12E and would require upgrading.
 - ii. Road maintenance agreement (Carbon County) - the existing road maintenance agreement between Carbon County and the operator will be revised to include use of the East Mounds Road.
 - iii. Encroachment permit (Emery County)

2. **Planned Access Road:**

- a. From the existing CR 119 located in Emery County, approximately 0.5 miles of new road is proposed for use trending south, southeast. BLM approval to construct this new access road is requested with this application (see Topographic Map B).

- b. **An off-lease federal right-of-way across a portion of lease UTU-084572 is requested with this application. The ROW would begin in the NESE of Sec. 5 and would end at the west section line of 4 (approximately 500'). The balance of the new access road would be entirely contained within the lease boundary (UTU-43777) and does not require a right-of-way.**
- c. The new access road would consist of an 18' travel surface within a 32' disturbed area, crowned and ditched for drilling and completion operations. The proposed access was placed to minimize impacts to the environment and wildlife.
- d. The access road would be constructed using standard equipment and techniques. Bulldozers and/or road graders would first clear vegetation and topsoil from the ROW. These materials may be windrowed for future redistribution during the reclamation process. The surface would be crowned to facilitate drainage to a borrow ditch on each side of the road designed to minimize erosion potential. Gravel surfacing would be applied, if necessary, assuming the well was deemed to be productive.
- e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.
- f. Turnouts would be constructed along the access route as necessary to allow for the safe passage of traffic.
- g. An 18-inch CMP would be installed as noted on Topographic Map B. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.
- h. No surfacing material would come from Indian lands or off-lease Federal lands. BBC requests that any excess rock from construction of the pad be used for surfacing, if needed, of the proposed access road, if necessary. Any additional materials needed would be purchased from a private source and be properly permitted with the State of Utah.
- i. No gates or cattle guards are anticipated at this time.
- j. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
- k. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.
- l. The operator would be responsible for all maintenance needs of the new access road.

3. Location of Existing Wells (see Topographic Map C):

- a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed well:

i. water wells	none
ii. injection wells	none
iii. disposal wells	none
iv. drilling wells	none
v. temp shut-in wells	none
vi. producing wells	none
vii. abandoned wells	four

4. Location of Production Facilities

TEMPORARY

- a. During testing, facilities that may be installed on the pad include a wellhead, test meter, separator and a tank battery. If the well produces primarily oil, permanent production facilities would be constructed. If natural gas is the primary hydrocarbon produced, the well would be shut-in for further evaluation.
- b. Containment berms would surround the tank battery and would be constructed with a berm sufficient to contain the storage capacity of 1.5 times the single largest tank. All loading lines and valves would be placed inside the berm surrounding the tank battery or would have a secondary containment vessel.

PERMANENT

- c. In the event permanent facilities are installed, all above-ground structures would be painted a flat, non-reflective Desert Brown (10 yr 6/3) to match the standard environmental colors. All permanent facilities would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded. A sundry indicating proposed facility layouts would be submitted prior to installation.
- d. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to.
- e. At the time the well is placed into production, a gas meter run would be constructed and located on lease within 500 feet of the wellhead. Meter runs would be housed and/or fenced. All gas production and measurement would comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3. Use of an electronic flow meter (EFM) for gas measurement purposes is requested with this application. Use of a flow conditioner is also being requested (versus straightening vanes).
- f. Containment berms would surround the tank battery and would be constructed with a berm sufficient to contain the storage capacity of 1.5 times the single largest tank. All loading lines and valves would be placed inside the berm surrounding the tank battery or would have a secondary containment vessel. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil. BBC requests permission to install the necessary production/operation facilities with this application.

APPLICABLE TO ALL

- g. Any necessary pits would be properly fenced to prevent any wildlife and livestock entry.
- h. All access roads would be maintained as necessary to prevent erosion and accommodate year-round traffic as practical. The roads would be maintained in a safe, useable condition.
- i. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, ice and snow, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.
- j. A gas pipeline is not proposed with this application and would be applied for separately if the well is productive.

5. Location and Type of Water Supply:

- a. Bill Barrett Corporation intends to utilize water from one of two sources.

Source 1

- b. A diversion point along the Price River utilizing a vacuum truck or diesel pump through a direct purchase agreement with Janice Hamilton under water right No. 91-4122 (A43613).
- c. The diversion will be along the Price River within the SE/4 NE/4, Section 12, T16S, R11E, SLB&M. on existing disturbance.
- d. A temporary change of use and diversion of water has been applied for with the State of Utah – Water Rights Office and is pending approval at this time.
- e. Bill Barrett Corporation proposes to utilize up to 5 acre feet of water from this diversion under the existing water right, which has a May 13, 1974 priority date.
- f. Water will be trucked to the location by bobtail or transport across County maintained access roads.
- g. No water well is proposed with this application.
- h. Should additional water sources be pursued they will be properly permitted through the State of Utah – Division of Water Rights. Additionally, the BLM and DOGM will be notified of any changes in water supply.

Source 2

- i. Purchase water from the City of Sunnyside. The City of Sunnyside has agreed to provide the water needed which will be municipal (culinary) water and tapped at the truck loading facility near Sunnyside City. The water will be acquired through a direct purchase agreement with Sunnyside City based on quantity.
- j. Water will be trucked to the location by bobtail or transport across approved access roads.

- k. No water well is proposed with this application.
 - l. Should additional water sources be pursued they will be properly permitted through the State of Utah – Division of Water Rights. Additionally, the BLM and DOGM will be notified of any changes in water supply.
6. Source of Construction Material:
- a. The use of materials would conform to 43 CFR 3610.2-3.
 - b. No construction materials would be taken off-lease.
 - c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.
7. Methods of Handling Waste Disposal:
- a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.
 - b. Drill cuttings would be contained and buried on site.
 - c. The reserve pit would be located outboard of the location along the north side of the pad and would be constructed so as not to leak, break or allow any discharge.
 - d. If deemed necessary at the time of construction, the reserve pit would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner would overlay straw, soil and/or bentonite if rock is encountered during excavation. The pit liner would overlap the pit walls and be anchored with soil and/or rocks to hold it in place. No trash, scrap pipe, etc., that could puncture the liner would be disposed of in the pit.
 - e. Prior to use, three sides of the reserve pit would be fenced. Pit walls would be sloped no greater than 2:1 and the depth of the reserve pit would be approximately 8 feet deep with a minimum of 2 foot freeboard. Drilling fluids, cuttings, and produced water would be contained in the reserve pit. Upon completion of drilling activities, the fourth side would be fenced and would remain until the pit is dry. After the reserve pit has dried, all areas not needed for production would be rehabilitated. All fencing would be removed prior to pit closure.
 - f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to a State approved disposal facility.
 - g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.
 - h. Any spills of oil, gas, salt water or other produced fluids would be cleaned up and removed.

- i. Chemicals on the EPA's Consolidated List of Chemicals Subject to Reporting Under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) in quantities of over 10,000 pounds that would be used, produced, stored, transported or disposed of annually in association with the drilling, testing or completion of the well include fuel, silica sand, and hydrochloric acid. No extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the well.
 - j. Trash would be contained in a trash cage or roll-off container and hauled away to an approved disposal site as necessary but no later than at the completion of drilling operations. The contents of the trash container would be hauled off periodically to an approved landfill.
 - k. Sanitary facilities would be on site at all times during operations. Sewage would be placed in a portable chemical toilet and the toilet replaced periodically utilizing a licensed contractor to transport by truck the portable chemical toilet so that its contents can be delivered to a licensed treatment facility in accordance with state and county regulations.
 - l. A flare pit may be constructed a minimum of 110' from the wellhead and may be used during completion work. In the event a flare pit proves to be unworkable in this situation, a flare stack would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluid from the gas. The fluid would then be either returned to the reserve pit or placed into a tank. Gas would be then directed into the flare pit or the flare stack with a constant source of ignition.
 - m. Hydrocarbons would be removed from the reserve pit as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.
8. Ancillary Facilities:
- a. Garbage containers and portable toilets are the only ancillary facilities proposed in this application.
9. Well Site Layout:
- a. The well would be properly identified in accordance with 43 CFR 3162.6.
 - b. The rig layout and cross section diagrams are enclosed (see Location Layout and Cross Section Plats).
 - c. The pad and road designs are consistent with BLM specifications.
 - d. The pad has been staked at its maximum size of 380' x 170' with a reserve pit size of 180' x 70'.
 - e. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.
 - f. All cut and fill slopes would be such that stability can be maintained for the life of the activity.

- g. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.
- h. The stockpiled topsoil (first 6 inches or maximum available) would be stored in a windrow on the uphill side of the location to prevent any possible contamination. All topsoil would be stockpiled for reclamation in such a way as to prevent soil loss and contamination.
- i. Pits would remain fenced until site cleanup.
- j. Water application may be implemented if necessary to minimize the amount of fugitive dust.

10. Plan for Restoration of the Surface:

- a. Site reclamation for a producing well would be accomplished for portions of the site not required for the continued operation of the well on this pad.
- b. The operator would control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities by spraying or mechanical removal. A list of noxious weeds may be obtained from the BLM or the appropriate county extension office. On BLM administered land it is required that a Pesticide Use Proposal be submitted and approved prior to the application of herbicides, pesticides or possibly hazardous chemicals.
- c. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until the pit is free of standing water. Once the reserve pit is dry, the polyethylene nylon reinforced liner shall be torn and perforated before backfilling of the reserve pit.
- d. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the BLM specified seed mix.
- e. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the BLM prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

11. Surface and Mineral Ownership:

- a. Surface ownership – Federal under the management of the Bureau of Land Management – Price Field Office, 125 South 600 West, Price Utah 84078; (435) 636-3600.

Bill Barrett Corporation
Surface Use Plan
Federal 14-4-16-12
Emery County, Colorado

- b. Mineral ownership – Federal under the management of the Bureau of Land Management
– Price Field Office, 125 South 600 West, Price Utah 84078; (435) 636-3600.

12. Other Information:

- a. Montgomery Archaeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as MOAC Report No. 07-311, dated September 15, 2007.
- b. A T&E delineation was conducted in August of 2007. T&E surveys will be done in April, prior to beginning construction activities.

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

Executed this 17th day of Dec 2007
Name: Tracey Fallang
Position Title: Regulatory Analyst
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8134
Field Representative Monty Shed / Bill Barrett Corporation
Address: 120 North Railroad, Suite C, Parachute, CO 81635
Telephone: 970-285-9061 (office) or 307-262-1511 (cell)
E-mail: mshed@billbarrettcorp.com

Tracey Fallang
Tracey Fallang, Environmental/Regulatory Analyst

BILL BARRETT CORPORATION

FEDERAL #14-4-16-12
LOCATED IN EMERY COUNTY, UTAH
SECTION 4, T16S, R12E, S.L.B.&M.

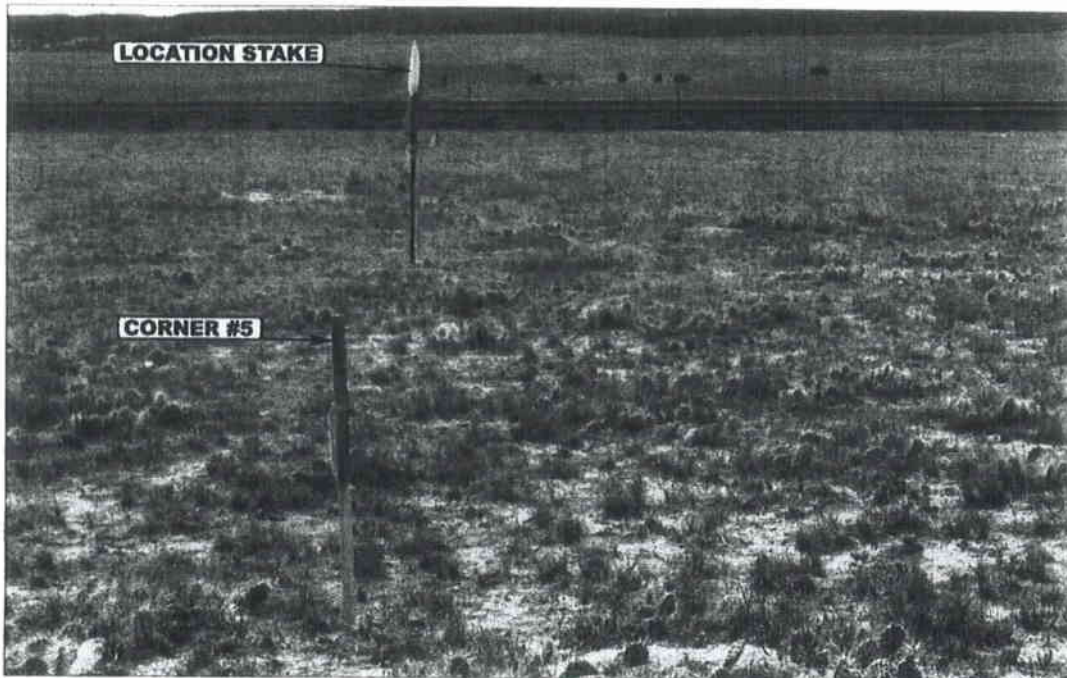


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: SOUTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHERLY



ELS

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

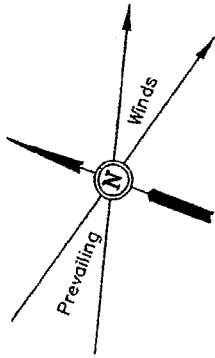
TOPOGRAPHIC			08	31	07	PHOTO
MAP			MONTH	DAY	YEAR	
TAKEN BY: D.R.		DRAWN BY: C.P.		REVISED: 00-00-00		

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

FEDERAL #14-4-16-12
SECTION 4, T16S, R12E, S.L.B.&M.
784' FSL 1821' FWL

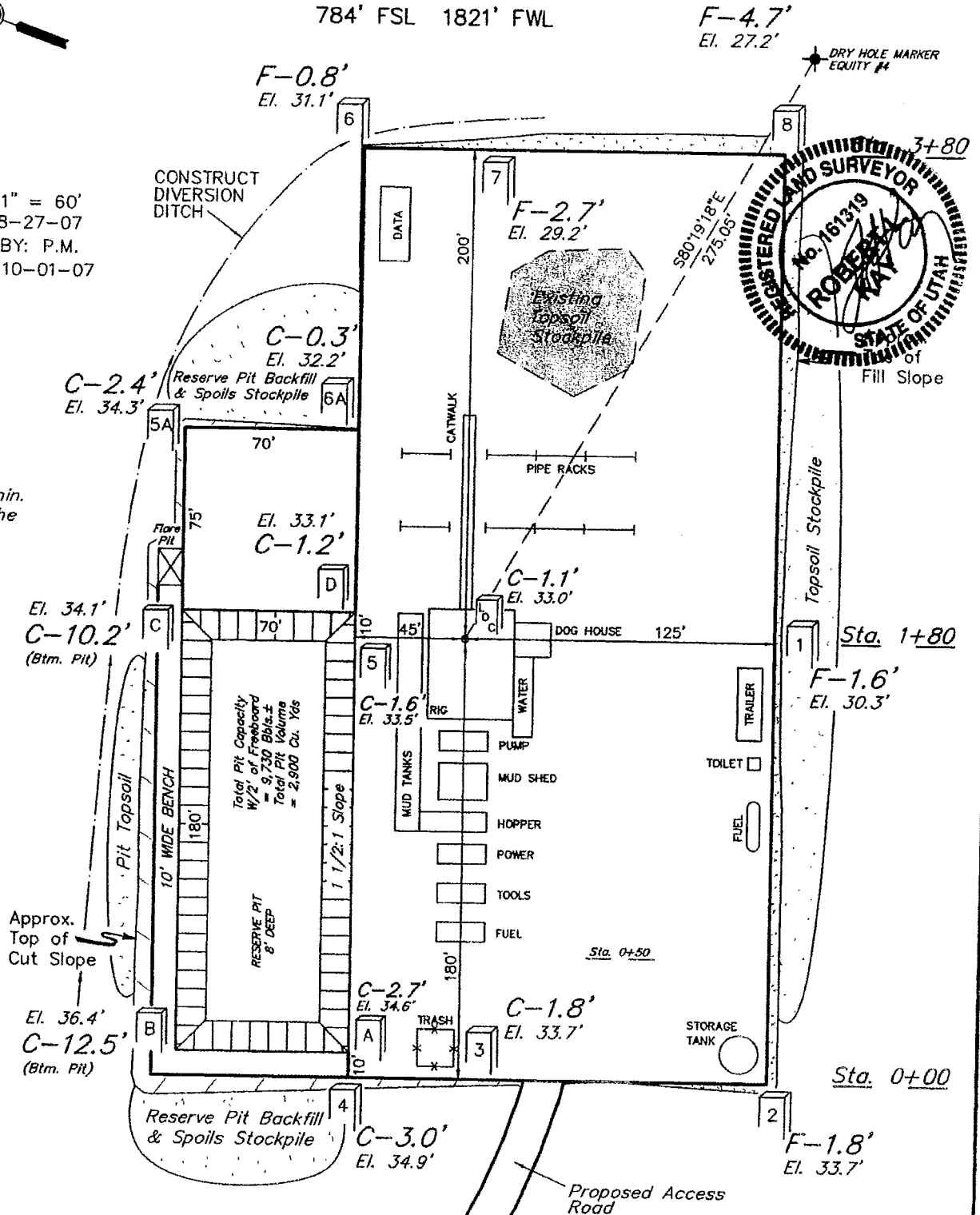
FIGURE #1



SCALE: 1" = 60'
DATE: 08-27-07
DRAWN BY: P.M.
REVISED: 10-01-07

NOTE:

Flare Pit is to be located a min. of 100' from the Well Head.



NOTES:

Elev. Ungraded Ground At Loc. Stake = 5433.0'
FINISHED GRADE ELEV. AT LOC. STAKE = 5431.9'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

BILL BARRETT CORPORATION

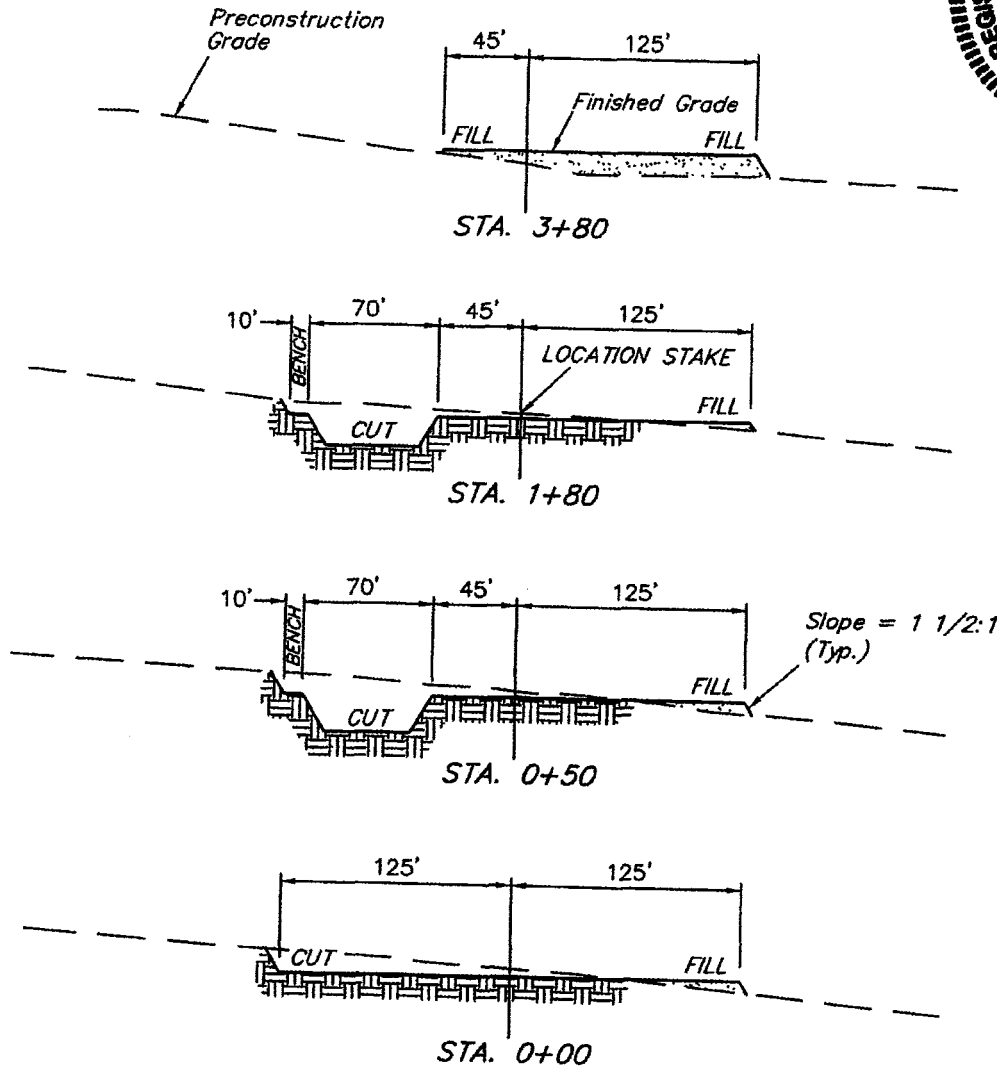
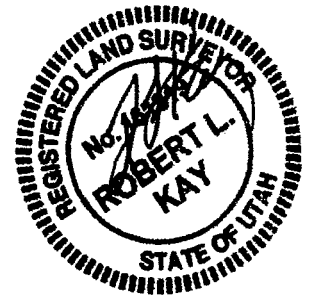
TYPICAL CROSS SECTIONS FOR

FEDERAL #14-4-16-12
SECTION 4, T16S, R12E, S.L.B.&M.
784' FSL 1821' FWL

FIGURE #2

1" = 40'
X-Section
Scale
1" = 100'

DATE: 08-27-07
DRAWN BY: P.M.



APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ±2.406 ACRES
ACCESS ROAD DISTURBANCE = ±2.046 ACRES

TOTAL = ±4.452 ACRES

NOTE:

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

* NOTE:

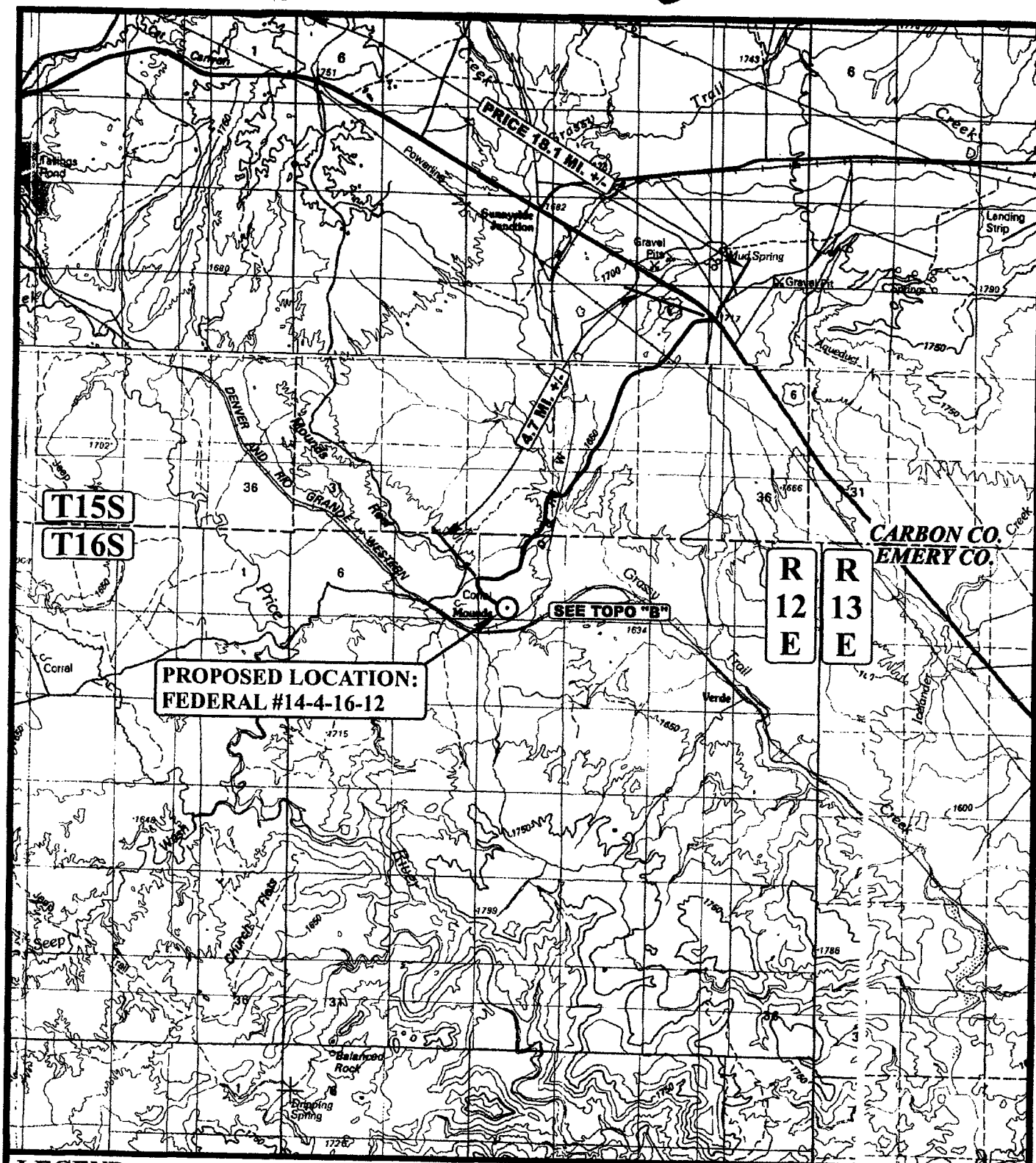
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT
(6") Topsoil Stripping = 1,720 Cu. Yds.
Remaining Location = 5,360 Cu. Yds.
TOTAL CUT = 7,080 CU. YDS.
FILL = 3,910 CU. YDS.

EXCESS MATERIAL = 3,170 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 3,170 Cu. Yds.
EXCESS UNBALANCE = 0 Cu. Yds.
(After Interim Rehabilitation)

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017



PRICE 18.1 MI. +/-

4.7 MI. +/-

T15S

T16S

PROPOSED LOCATION:
FEDERAL #14-4-16-12

SEE TOPO "B"

R
12
ER
13
E

CARBON CO.
EMERY CO.

LEGEND:

PROPOSED LOCATION

N

BILL BARRETT CORPORATION

FEDERAL #14-4-16-12

SECTION 4, T16S, R12E, S.L.B.&M.

784' FSL 1821' FWL

UELS

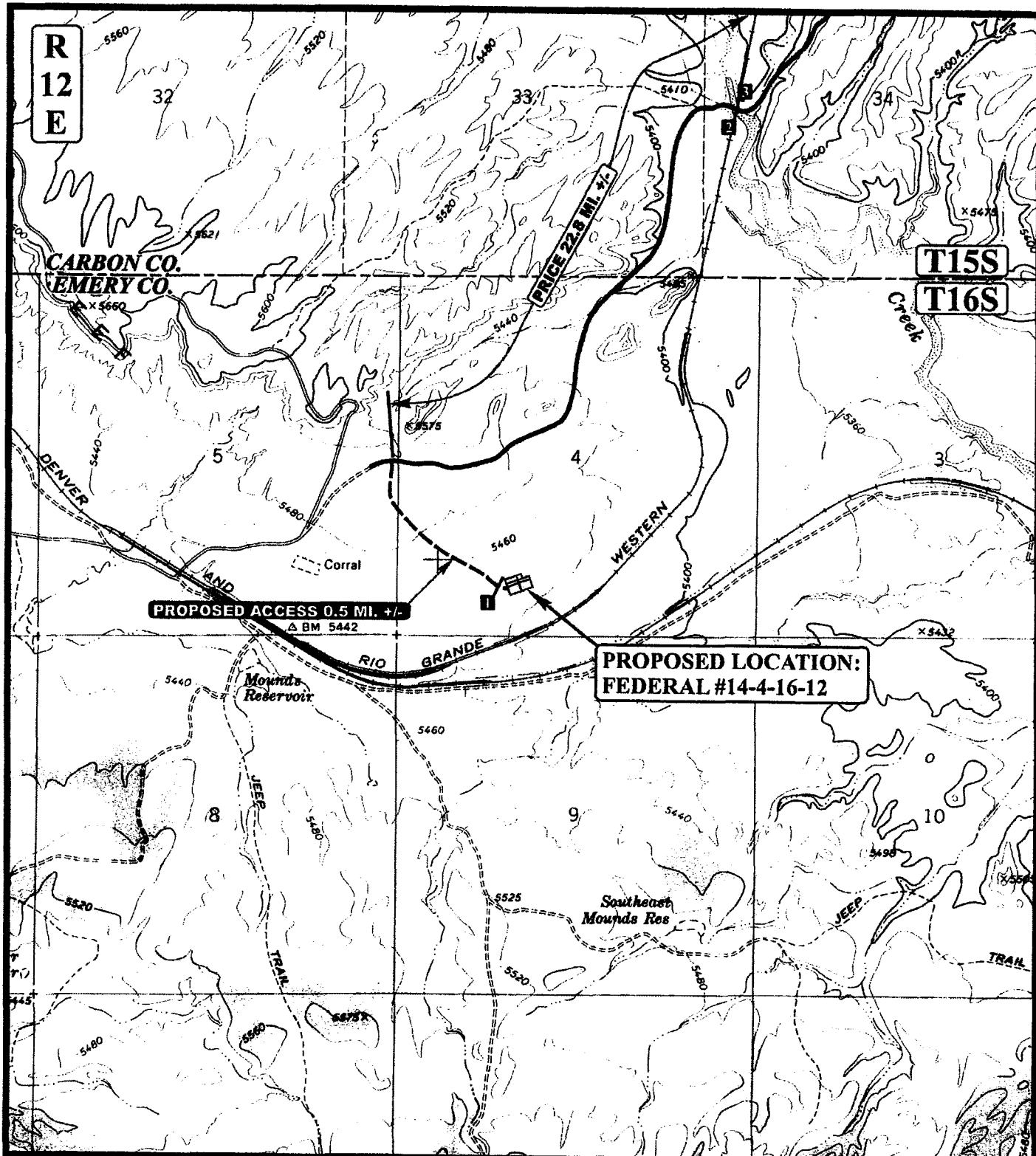
Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

08	31	07
MONTH	DAY	YEAR

SCALE: 1:100,000 DRAWN BY: C.P. REVISED: 00-00-00

**A
TOPO**



LEGEND:

- EXISTING ROAD
- - - - - PROPOSED ACCESS ROAD
- 1 18" CMP REQUIRED
- 2 RAIL ROAD CROSSING
- 3 LOW WATER CROSSING NEEDS UPGRADE



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



BILL BARRETT CORPORATION

FEDERAL #14-4-16-12
SECTION 4, T16S, R12E, S.L.B.&M.
784' FSL 1821' FWL

TOPOGRAPHIC 08 31 07
MAP MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 00-00-00

B
TOPO

R
12
E

CARBON CO.
EMERY CO.

T15S
T16S

PROPOSED LOCATION:
FEDERAL #14-4-16-12

Mounds

BM 5442

Mounds
Reservoir

RIO GRANDE

WESTERN

Southeast
Mounds Res.

LEGEND:

- | | |
|-------------------|-------------------------|
| ○ DISPOSAL WELLS | ○ WATER WELLS |
| ● PRODUCING WELLS | ● ABANDONED WELLS |
| ● SHUT IN WELLS | ● TEMPORARILY ABANDONED |

BILL BARRETT CORPORATION

FEDERAL #14-4-16-12
SECTION 4, T16S, R12E, S.L.B.&M.
784' FSL 1821' FWL

**U
E
L
S**

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC
MAP

08 31 07
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 00-00-00

C
TOPO

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 12/20/2007

API NO. ASSIGNED: 43-015-30736

WELL NAME: FEDERAL 14-4-16-12

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303-312-8134

CONTACT: TRACEY FALLANG

PROPOSED LOCATION:

SESW 04 160S 120E

SURFACE: 0784 FSL 1821 FWL

BOTTOM: 0784 FSL 1821 FWL

COUNTY: EMERY

LATITUDE: 39.45742 LONGITUDE: -110.5790

UTM SURF EASTINGS: 536220 NORTHINGS: 4367415

FIELD NAME: WILDCAT (1)

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: 1 - Federal

LEASE NUMBER: U-43777

SURFACE OWNER: 1 - Federal

PROPOSED FORMATION: HMBG

COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

☒ Plat
☒ Bond: Fed[1] Ind[] Sta[] Fee[]
(No. WYB000040)
☒ Potash (Y/N)
☒ Oil Shale 190-5 (B) or 190-3 or 190-13
☒ Water Permit
(No. MUNICIPAL)
☒ RDCC Review (Y/N)
(Date:)
☒ Fee Surf Agreement (Y/N)
☒ Intent to Commingle (Y/N)

LOCATION AND SITING:

___ R649-2-3.
Unit: ___
☒ R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
___ R649-3-3. Exception
___ Drilling Unit
Board Cause No: ___
Eff Date: ___
Siting: ___
___ R649-3-11. Directional Drill

COMMENTS:

STIPULATIONS:

1- Lease Approval
2- Spacing Strip

T15S R12E

T16S R12E

MOUNDS 2
◇

FEDERAL 4-32
→

FEDERAL 5-32
◇

**GRASSY TRAIL
FIELD (INACTIVE)**

FEDERAL 14-4-16-12
⊙
◇
MOUNDS FED 4

FEDERAL 10-11
X

OPERATOR: BILL BARRETT CORP (N2165)

SEC: 4 T.16S R. 12E

FIELD: WILDCAT (001)

COUNTY: EMERY

SPACING: R649-3-2 / GENERAL SITING

Field Status

- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- PROPOSED
- STORAGE
- TERMINATED

Unit Status

- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PENDING
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

Wells Status

- GAS INJECTION
- GAS STORAGE
- LOCATION ABANDONED
- NEW LOCATION
- PLUGGED & ABANDONED
- PRODUCING GAS
- PRODUCING OIL
- SHUT-IN GAS
- SHUT-IN OIL
- TEMP. ABANDONED
- TEST WELL
- WATER INJECTION
- WATER SUPPLY
- WATER DISPOSAL
- DRILLING



PREPARED BY: DIANA MASON
DATE: 27-DECEMBER-2007



JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil Gas and Mining

JOHN R. BAZA
Division Director

December 27, 2007

Bill Barrett Corporation
1099 18th St., Ste. 2300
Denver, CO 80202

Re: Federal 14-4-16-12 Well, 784' FSL, 1821' FWL, SE SW, Sec. 4, T. 16 South, R. 12 East,
Emery County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-015-30736.

Sincerely,

(for) Gil Hunt
Associate Director

pab
Enclosures

cc: Emery County Assessor
Bureau of Land Management, Moab Office

Operator: Bill Barrett Corporation

Well Name & Number Federal 14-4-16-12

API Number: 43-015-30736

Lease: U-43777

Location: SE SW Sec. 4 T. 16 South R. 12 East

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284.

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dustin Doucet at (801) 538-5281 office (801) 733-0983 home

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Bill Barrett Corporation
Drilling Program
Federal 14-4-16-12
Emery County, Utah

113-015-30736

4. Casing Program

116 S 12 E 4

<u>Hole Size</u>	<u>SETTING DEPTH</u> (FROM) (TO)		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
12 1/4"	surface	1,000'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4"	surface	8,300'	5 1/2"	20#	P-110	LT&C	New

Note: Any substitute casing string shall have equivalent or greater collapse, tension and burst properties.

5. Cementing Program

9 5/8" Surface Casing	Lead with approximately 220 sx Halliburton Light Premium with additives mixed at 12.7 ppg (yield = 1.85 ft ³ /sx) and tail with approximately 170 sx Premium cement with additives mixed at 15.8 ppg (yield = 1.15 ft ³ /sx), circulated to surface with 80% excess.
5 1/2" Production Casing	Lead with approximately 180 sx Halliburton Hi-Fill cement with additives mixed at 11 ppg (yield = 3.81 ft ³ /sx). Follow with primary cement, 1080 sx of 50/50 Poz Premium with additives mixed at 13.4 ppg (yield = 1.49 ft ³ /sk). Top of cement to be determined by log and sample evaluation; estimated TOC 3000' .

Note: Actual volumes to be calculated from caliper log.

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss</u> (API filtrate)	<u>Remarks</u>
0 – 1000'	8.3 – 8.9	36 – 42	20 cc or less	Freshwater/Polyplus/Drilzone/Max Gel
1000' – 8300'	9.2 – 10.4	38 – 42	6 cc or less	Black Fury System

Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce tork and drag.

Note: In the event air drilling should occur at this location:

- Fresh water would be used to suppress the dust coming out. The blooie line, approximately 37' long and 6" diameter, would run from the pit to the wellhead. There is no ignition system as burnable gas should not be encountered.
- Capacity of compressor: 1250SCFM with an 1170 SCFM on standby, which would be located very near the wellbore. The compressor has switches to shut off should any problems be encountered.
- The rig has mud pumps capable of pumping the kill fluid (fresh water), of which there is 500 bbls on location at all times.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

CONFIDENTIAL

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER U-43777
6. IF INDIAN, ALLOTTEE OR TRIBE NAME n/a
7. UNIT or CA AGREEMENT NAME n/a
8. WELL NAME and NUMBER: Federal 14-4-16-12
9. API NUMBER 4301530736
10. FIELD AND POOL, OR WILDCAT: Wildcat

1. TYPE OF WELL OIL WELL ☐ GAS WELL ☒ OTHER _____

2. NAME OF OPERATOR
BILL BARRETT CORPORATION

3. ADDRESS OF OPERATOR
1099 18th Street, Suite 2300 Denver CO 80202 PHONE NUMBER: (303) 312-8134

4. LOCATION OF WELL
FOOTAGES AT SURFACE 784' FSL, 1821' FWL

QTR/CTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SESW 4 16S 12E

COUNTY: Emery

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: Permit Extension
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

This sundry is being submitted to request an extension to this APD which expires on 12/26/08.

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 12-22-08
By: [Signature]

NAME (PLEASE PRINT) Tracey Fallang	TITLE Regulatory Analyst
SIGNATURE [Signature]	DATE 12/17/08

(This space for State use only)

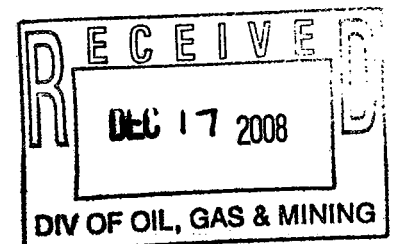
COPY SENT TO OPERATOR

(5/2/2002)

Date: 12-30-2008

(See Instructions on Reverse Side)

Initials: KS



RESET

CONFIDENTIAL

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 4301530736
Well Name: Federal 14-4-16-12
Location: SESW, Sec. 4, T16S-R12E, Emery County, UT
Company Permit Issued to: Bill Barrett Corporation
Date Original Permit Issued: 12/27/2007

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes ☐ No ☒

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes ☐ No ☒

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes ☐ No ☒

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes ☐ No ☒

Has the approved source of water for drilling changed? Yes ☐ No ☒

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes ☐ No ☒

Is bonding still in place, which covers this proposed well? Yes ☒ No ☐

Dacey Fallang
Signature

12/17/08
Date

Title: Regulatory Analyst

Representing: Bill Barrett Corporation

COPY

CONFIDENTIAL

RECEIVED
FORM APPROVED
OMB No: 1004-0137
Expires July 31, 2010

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

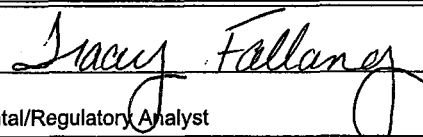

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		6. If Indian, Allottee or Tribe Name N/A
1b. Type of Well: <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single Zone <input type="checkbox"/> Multiple Zone		7. If Unit or CA Agreement, Name and No. N/A
2. Name of Operator Bill Barrett Corporation		8. Lease Name and Well No. Federal 14-4-16-12
3a. Address 1099 18th Street, Suite 2300 Denver, CO 80202		9. API Well No. pending 43-015-30736
3b. Phone No. (include area code) 303-312-8134		10. Field and Pool, or Exploratory Exploratory
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface SESW, 784' FSL, 1821' FWL At proposed prod. zone same		11. Sec., T. R. M. or Blk. and Survey or Area Sec. 4, T16S-R12E
14. Distance in miles and direction from nearest town or post office* approximately 23 miles from Price, Utah		12. County or Parish Emery County
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1821'		13. State UT
16. No. of acres in lease 2304.21		17. Spacing Unit dedicated to this well unspaced
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. 275' (P&Ad well)		20. BLM/BIA Bond No. on file Nationwide Bond #WYB000040
19. Proposed Depth 8300'		21. Elevations (Show whether DF, KDB, RT, GL, etc.) 5433' ungraded ground
22. Approximate date work will start* 06/01/2008		23. Estimated duration 50 days

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No.1, must be attached to this form:

- | | |
|--|---|
| 1. Well plat certified by a registered surveyor. | 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). |
| 2. A Drilling Plan. | 5. Operator certification |
| 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO must be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the BLM. |

25. Signature 	Name (Printed/Typed) Tracey Fallang	Date 12/17/07
Title Environmental/Regulatory Analyst		
Approved by (Signature) 	Name (Printed/Typed) Michael Stiewig	Date JAN 06 2009
Title FIELD MANAGER		
Office PRICE FIELD OFFICE		

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Continued on page 2)

*(Instructions on page 2)

NOTICE OF
APPROVAL

RECEIVED

JAN 12 2009

DIV. OF OIL, GAS & MINING

UDOGM

T16S, R12E, S.L.B.&M.

BILL BARRETT CORPORATION

Well location, FEDERAL #14-4-16-12, located as shown in the SE 1/4 SW 1/4 of Section 4, T16S, R12E, S.L.B.&M., Emery County, Utah.

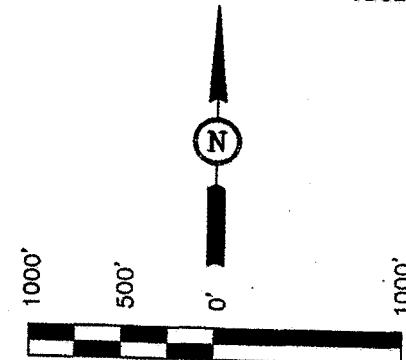
T15S
T16S

BASIS OF ELEVATION

SPOT ELEVATION AT THE SOUTHEAST CORNER OF SECTION 36, T15S, R12E, S.L.B.&M., TAKEN FROM THE MOUNDS QUADRANGLE, UTAH, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5396 FEET.

BASIS OF BEARINGS

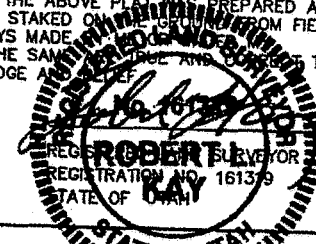
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

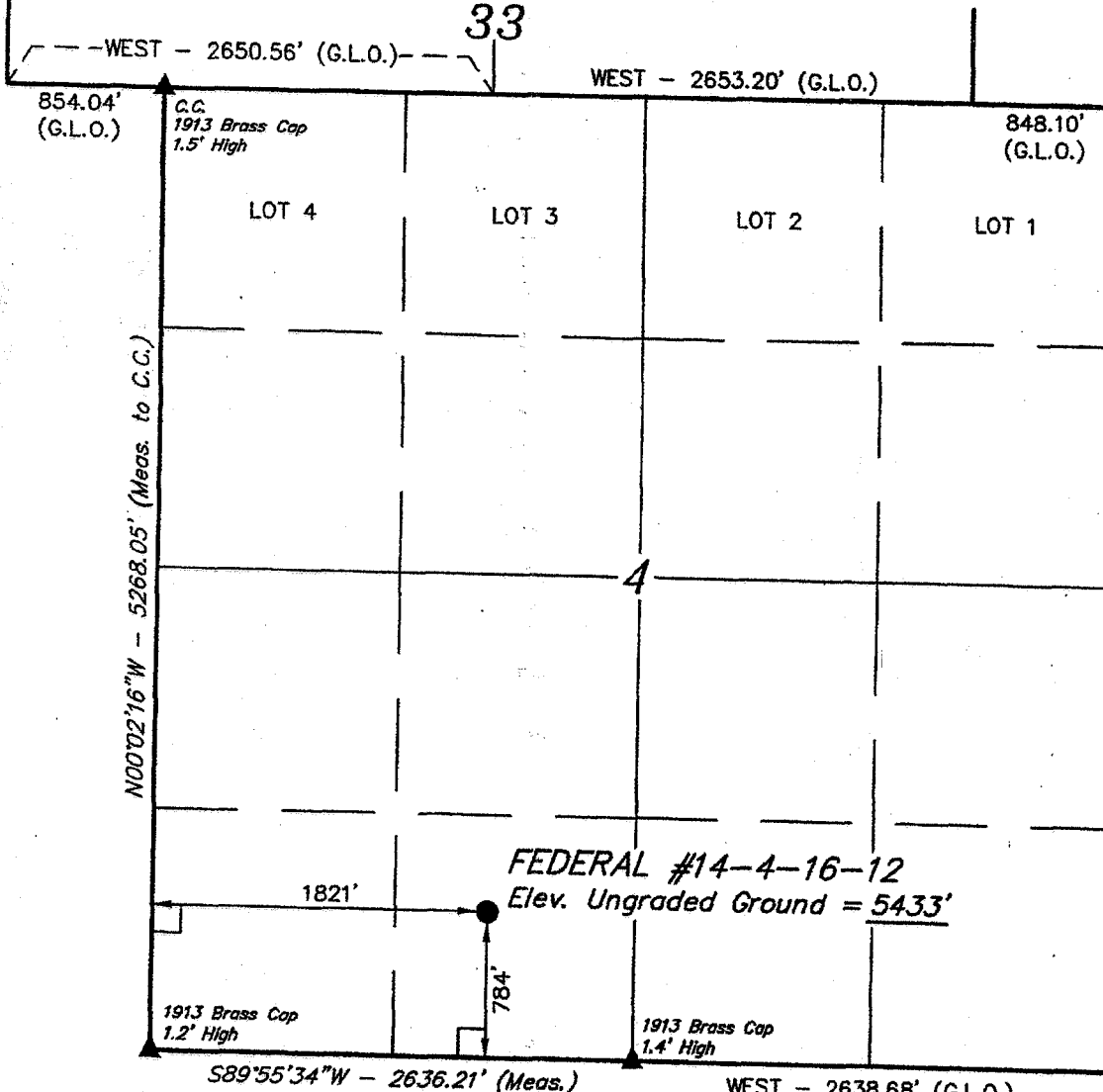
CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED AND LOCATION AS SHOWN WAS STAKED ON THE GROUND FROM FIELD NOTES OF ACTUAL SURVEYS MADE UNDER MY CLOSE PERSONAL SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



UINTAH ENGINEERING & SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 08-16-07	DATE DRAWN: 08-27-07
PARTY D.R. A.P. P.M.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BILL BARRETT CORPORATION	



LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

(AUTONOMOUS NAD 83)
 LATITUDE = 39°27'26.81" (39.457447)
 LONGITUDE = 110°34'46.79" (110.579664)
 (AUTONOMOUS NAD 27)
 LATITUDE = 39°27'26.93" (39.457481)
 LONGITUDE = 110°34'44.23" (110.578953)



UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
PRICE FIELD OFFICE

125 SOUTH 600 WEST

PRICE, UT 84501

(435) 636-3600



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Bill Barrett Corporation
Well No: Federal 14-4-16-12
API No: 43-015-30736

Location: SESW-Sec. 4-T16S-R12E
Lease No: UTU-43777
Agreement: Undesignated

Title	Name	Office Phone Number	Cell Phone Number
Acting Field Manager & Authorized Officer:	Michael Stiewig	(435) 636-3633	(435) 650-9135
Petroleum Engineer:	Marvin Hendricks	435-636-3661	
Petroleum Engineering Technician	Walton Willis (Primary)	(435) 636-3662	(435) 650-9140
Petroleum Engineering Technician	Randy Knight (Alt.)	(435) 636-3615	(435) 650-9143
NRS/Enviro Scientist:	Don Stephens (Primary)	(435) 636-3608	
NRS/Enviro Scientist:	Kyle Beagley (Alt.)	(435) 636-3668	

Fax: (435) 636-3657

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Location Construction (Notify NRS)	-	Forty-Eight (48) hours prior to construction of location and access roads.
Location Completion (Notify NRS)	-	Prior to moving on the drilling rig.
Spud Notice (Notify Petroleum Engineer)	-	Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify Petroleum Tech.)	-	Twenty-Four (24) hours prior to running casing and cementing all casing strings.
BOP & Related Equipment Tests (Notify Petroleum Tech.)	-	Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify Petroleum Engineer)	-	Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

**SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC COAs:

- A pre-construction field meeting may be conducted prior to beginning any dirt work approved under this APD. The operator shall contact the BLM Authorized Officer Kyle Beagley @ 435-636-3668 at least 48-hours prior to beginning operations so that the meeting can be scheduled. The operator is responsible for having all contractors present (dirt contractors, drilling contractor, pipeline contractor, project oversight personnel, etc.) including the overall field operations superintendent, and for providing all contractors copies of the approved APD(s), project map and BLM Conditions of Approval pertinent to the work that each will be doing.
- The following appendix is attached for your reference. It is to be followed as conditions of approval:
 - Other Design Features – Applicant-committed Environmental Protection Measures 2.2.13.
- BBC will measure gas production on the well pad unless permission is granted for measurement at another place.
 - As required by the Price Field Office Resource Management Plan, if cultural resources are uncovered during surface-disturbing activities, BBC will suspend operations at the site and immediately contact the AO, who will arrange for a determination of eligibility in consultation with the SHPO, and, if necessary, recommend a recovery or avoidance plan.
 - As required under 40 CFR 112.3(e), BBC will maintain a copy of the SPCC plan at each facility, if the facility is normally attended at least eight hours per day, or at the nearest field office if the facility is not so attended. BBC will also implement and adhere to SPCC plans in a manner such that any spill or accidental discharge of oil will be reported and remediated.
- All equipment and personnel used during drilling and construction activities will be restricted to only approved access roads.
- All permanent above-ground structures (e.g., production equipment, tanks, etc.) not subject to safety requirements will be painted to blend with the natural color of the landscape. The paint used will be a color which simulates "Standard Environmental Colors." All facilities will be painted the designated color at the time of installation.
- No oil, lubricants, or toxic substances may be drained onto the ground surface.
 - BBC will not allow any open burning of garbage or refuse at well sites or other facilities.
 - BBC will repair or replace to current BLM standards any fences, cattleguards, gates, drift fences, and natural barriers that are damaged as a result of the Proposed Action. Cattleguards will be used instead of gates for livestock control on most road ROWs.
 - To minimize wildlife mortality due to vehicle collisions, BBC will advise project personnel regarding appropriate speed limits in the Project Area. Employees and contractors will be educated about anti-poaching laws.
- Please contact Kyle Beagley, Natural Resource Specialist, (435) 636-3668, Bureau of Land Management, Price Field Office, if there are any questions concerning these surface use COAs.

Standard Conditions of Approval

General

- BBC will provide georeferenced spatial data depicting as-built locations of all facilities, wells, roads, pipelines, power lines, and other related facilities to the BLM by November 1 of each year until completion of project construction activities has occurred
- BBC will inform their employees, contractors, and subcontractors about relevant Federal regulations intended to protect archaeological and cultural resources. All personnel will be informed that collecting artifacts, including arrowheads, is a violation of Federal law and that employees engaged in this activity will be subject to disciplinary action.

Construction

- Topsoil will be removed from constructed well locations including areas of cut and fill, and stockpile at the site. Topsoil will also be salvaged for use in reclamation on all other areas of surface disturbance (roads, pipelines, etc.). Clearly segregate topsoil from excess spoil material. Any topsoil stockpiled for one year or longer will be signed and stabilized with annual ryegrass or other suitable cover crop.
- The operator will not push soil material and overburden over side slopes or into drainages. All soil material disturbed will be placed in an area where it can be retrieved without creating additional undue surface disturbance and where it does not impede watershed and drainage flows.
- Construct the backslope no steeper than 1½:1, and construct the foreslope no steeper than 2:1, unless otherwise directed by the BLM Authorized Officer.
- Maintain a minimum 20-foot undisturbed vegetative border between toe-of-fill of pad and/or pit areas and the edge of adjacent drainages, unless otherwise directed by the BLM Authorized Officer.
- Reserve pits will be adequately fenced during and after drilling operations until the pit is reclaimed so as to effectively keep out wildlife and livestock. Adequate fencing, in lieu of more stringent requirements by the surface owner, is defined as follows: 1) Construction materials will consist of steel or wood posts. Three or four strand wire (smooth or barbed) fence or hog panel (16-foot length by 50-inch height) or plastic snow fence must be used with connectors such as fence staples, quick-connect clips, hog rings, hose clamps, twisted wire, etc. Electric fences will not be allowed; 2) Construction standards: Posts shall be firmly set in ground. If wire is used, it must be taut and evenly spaced, from ground level to top wire, to effectively keep out animals. Hog panels must be tied securely into posts and one another using fence staples, clamps, etc. Plastic snow fencing must be taut and sturdy. Fence must be at least 2-feet from edge of pit. 3 sides fenced before beginning drilling, the fourth side fenced immediately upon completion of drilling and prior to rig release. Fence must be left up and maintained in adequate condition until pit is closed.
- The reserve pit will be oriented to prevent collection of surface runoff. After the drilling rig is removed, the operator may need to construct a trench on the uphill side of the reserve pit to divert surface drainage around it. If constructed, the trench will be left intact until the pit is closed.
- The reserve pit will be lined with an impermeable liner if permeable subsurface material is encountered. An impermeable liner is any liner having a permeability less than 10^{-7} cm/sec. The liner will be installed so that it will not leak and will be chemically compatible with all substances that may be put in the pit. Liners made of any man-made synthetic material will be of sufficient strength and thickness to withstand normal installation and pit use. In gravelly or rocky soils, a suitable bedding material such as sand will be used prior to installing the liner.

- Culverts will be placed on channel bottoms on firm, uniform beds, which have been shaped to accept them, and aligned parallel to the channel to minimize erosion. Backfill will be thoroughly compacted.
- The minimum diameter for culverts will be 18 inches. However, all culverts will be appropriately sized in accordance with standards in BLM Manual 9113.
- The operator shall submit a Sundry Notice (Form 3160-5) to BLM for approval prior to construction of any new surface disturbing activities that are not specifically addressed in the approved APD.
- Surface disturbance will be limited to the approved location and access routes.
- No surface-disturbing activities will occur during muddy and wet periods (e.g., when soils are saturated and excessive rutting of more than four inches with multiple passes could occur).
- The edges of well pads will be feathered to blend with the surrounding landscape.
- Removal and disturbance of vegetation will be kept to a minimum through construction site management (e.g., using previously disturbed areas and existing easements where feasible, placing pipelines adjacent to roads, limiting well pad size, etc.).
- During the construction phase of the project, BBC will implement an intensive reclamation and weed control program after each segment of project completion. BBC will reseed all portions of wells pads and the ROW not utilized for the operational phase of the project. Post-construction seeding application will continue until determined successful by the BLM. Weed control will be conducted through an Approved Pesticide Use and Weed Control Plan from the AO.
- To reduce the spread or introduction of noxious and invasive weed species into the Project Area via project-related vehicles and equipment, BBC and its contractors will power-wash all construction equipment prior to the entering the Project Area.
- Areas used for spoil storage will be stripped of topsoil before spoil placement.
- Appropriate erosion control and revegetation measures will be employed. In areas with unstable soils where seeding alone may not adequately control erosion, grading will be used to minimize slopes and water bars will be installed on disturbed slopes. Erosion control efforts will be monitored by BBC and necessary modifications would be made to control erosion.
- Sufficient topsoil or other suitable materials to facilitate revegetation will be segregated from subsoils during all construction operations requiring excavation and will be returned to the surface upon completion of operations. Soils compacted during construction will be ripped and tilled as necessary prior to reseeding. Cut and fill sections on all roads and along pipelines will be revegetated with native species.
- During the activities of road maintenance, new road construction or the construction of well pads, if any standing live or dead trees are damaged, cut down or knocked over by grading or construction equipment, actions would be taken to remove the vegetation from the road or pad edge. These materials would be distributed over the reclaimed areas as directed by BLM.

Operations/Maintenance

- Rat and mouse holes shall be filled and compacted from the bottom to the top immediately upon release of the drilling rig from the location.
- Hydrocarbons shall be put in test tanks on location during completion work. Produced water will be put in the reserve pit during completion work per Onshore Order #7.
- The only fluids/waste materials which are authorized to go into the reserve pit are RCRA exempt exploration and production wastes. These include drilling muds and cuttings, rigwash, and excess cement and certain completion & stimulation fluids defined by EPA as

exempt. It does not include drilling rig waste, such as spent hydraulic fluids, used engine oil, used oil filter, empty cement, drilling mud, or other product sacks, empty paint, pipe dope, chemical or other product containers, and excess chemicals or chemical rinsate. Any evidence of non-exempt wastes being put into the reserve pit may result in the BLM Authorized Officer requiring specific testing and closure requirements.

- If this well is drilled during the fire season (June-October), the operator shall institute all necessary precautions to ensure that fire hazard is minimized, including but not limited to mowing vegetation on the access route(s) and well location(s), keeping fire fighting equipment readily available when drilling, etc.

Dry Hole/Reclamation

- All disturbed lands associated with this project, including the pipelines, access roads, etc. will be expediently reclaimed and reseeded in accordance with the surface use plan and any pertinent site-specific COAs.
- The attached seed mixture shall be used for reclamation.
- Disturbed lands will be re-contoured back to conform with existing undisturbed topography. No depressions will be left that trap water or form ponds.
- Reserve pits will be closed as soon as possible, unless the BLM Authorized Officer gives an extension. Squeezing of pit fluids and cuttings is prohibited. Pits must be dry of fluids or they must be removed via vac-truck or other environmentally acceptable method prior to backfilling, re-contouring and replacement of topsoil. Mud and cuttings left in pit must be buried at least 3-feet below re-contoured grade. The operator will be responsible for re-contouring any subsidence areas that develop from closing a pit before it is sufficiently dry.
- Before the location has been reshaped and prior to redistributing the topsoil, the operator will rip or scarify the drilling platform and access road on the contour, to a depth of at least 12 inches. The rippers are to be no farther than 24 inches apart.
- Distribute the topsoil evenly over the entire location and other disturbed areas. Prepare the seedbed by disking to a depth of 4-to-6 inches following the contour.
- Phased reclamation plans will be submitted to BLM for approval prior to individual POD facility abandonment via a Notice of Intent (NOI) Sundry Notice. Individual facilities, such as well locations, pipelines, discharge points, impoundments, etc. need to be addressed in these plans as they are no longer needed. Individual items that will need to be addressed in reclamation plans include:
 - Pit closure
 - Configuration of reshaped topography, drainage systems, and other surface manipulations
 - Waste disposal
 - Revegetation methods, including specific seed mix (pounds pure live seed/acre) and soil treatments (seedbed preparation, fertilization, mulching, etc.). On private surface, the landowner should be consulted for the specific seed mix.
 - Other practices that will be used to reclaim and stabilize all disturbed areas, such as water bars, erosion fabric, hydro-mulching, etc.
 - An estimate of the timetables for beginning and completing various reclamation operations relative to weather and local land uses.
 - Methods and measures that will be used to control noxious weeds, addressing both ingress and egress to the individual well or POD.
 - Decommissioning/removal of all surface facilities.
- A Notice of Intent to Abandon and a Subsequent Report of Abandonment must be submitted for abandonment approval.

- For performance bond release approval, a Final Abandonment Notice (with a surface owner release letter on split-estate) must be submitted prior to a final abandonment evaluation by BLM.
- Soil fertility testing and the addition of soil amendments may be required to stabilize some disturbed lands.
- Any mulch utilized for reclamation needs to be certified weed free.
- Waterbars are to be constructed at least one (1) foot deep, on the contour with approximately two (2) feet of drop per 100 feet of waterbar to ensure drainage, and extended into established vegetation. All waterbars are to be constructed with the berm on the downhill side to prevent the soft material from silting in the trench. The initial waterbar should be constructed at the top of the backslope. Subsequent waterbars should follow the following general spacing guidelines:

Slope (percent)	Spacing Interval (feet)
≤ 2	200
2 – 4	100
4 – 5	75
≥ 5	50

Producing Well

- All internal combustion equipment will be kept in good working order.
- Landscape those areas not required for production to the surrounding topography as soon as possible.
- Reduce the backslope to 2:1 and the foreslope to 3:1, unless otherwise directed by the BLM Authorized Officer. Reduce slopes by pulling fill material up from foreslope into the toe of cut slopes.
- Production facilities (including dikes) must be placed on the cut portion of the location and a minimum of 15 feet from the toe of the back cut unless otherwise approved by the BLM Authorized Officer.
- Any spilled or leaked oil, produced water or treatment chemicals must be reported in accordance with NTL-3A and immediately cleaned up in accordance with BLM requirements. This includes clean-up and proper disposition of soils contaminated as a result of such spills/leaks.
- Distribute stockpiled topsoil evenly over those areas not required for production and reseed as recommended.
- Upgrade and maintain access roads and drainage control (e.g., culverts, drainage dips, ditching, crowning, surfacing, etc.) as necessary and as directed by the BLM Authorized Officer to prevent soil erosion and accommodate safe, environmentally-sound access.
- Prior to construction of production facilities not specifically addressed in the APD, the operator shall submit a Sundry Notice to the BLM Authorized Officer for approval.
- If not already required prior to constructing and drilling the well location, the operator shall immediately upgrade the entire access road to BLM standards (including topsoiling, crowning, ditching, drainage culverts, surfacing, etc.) to ensure safe, environmentally-sound, year-round access. This requirement does not supercede or apply where specific road requirements are addressed in the APD/POD surface use plan (e.g., two track road, spot upgrade, etc.)
- Waterbars shall be installed on all reclaimed pipeline corridors per the guidelines.

Roads and Pipelines

- No road grades in excess of 15 percent will occur without written permission of the AO.
- Roads constructed on BLM lands shall be constructed to allow for drainage and erosion control. The operator is responsible for maintenance of all roads authorized through the lease or right-of-way. Construction and maintenance shall comply with BLM System Road Standards as described in BLM Manual Section 9113 and the BLM Gold Book standards, except as modified by BLM. Maintenance may include but is not limited to grading, applying gravel, snow removal, ditch cleaning, and headcut restoration/prevention.
- Topsoil from access roads and pipelines are to be wind rowed along the uphill side of the road or stored in an approved manner. When the road and pipeline is rehabilitated, this soil will then be used as a top coating for the seed bed.
- The operator shall provide an inspector under the direction of a registered professional engineer (PE) at all times during road construction. A PE shall certify (statement with PE stamp) that the road was constructed to the required Bureau of Land Management (BLM) road standards.
- Erosion-control structures such as water bars, diversion channels, and terraces will be constructed to divert water and reduce soil erosion on the disturbed area. Road ditch turnouts shall be equipped with energy dissipaters as needed to avoid erosion. Where roads interrupt overland sheet-flow and convert this runoff to channel flow, ditch turnouts shall be designed to reconvert channel flow to sheet flow. Rock energy dissipaters and gravel dispersion fans may be used, or any other design which would accomplish the desired reconversion of flow regime. As necessary cut banks, road drainages, and road crossings shall be armored or otherwise engineered to prevent headcutting.

Health and Safety

- In accordance with 29 CFR 1910.1200, a Material Safety Data Sheet (MSDS) for every chemical or hazardous material brought on-site will be kept on file in BBC's field office.
- BBC will transport and/or dispose of any hazardous wastes, as defined by the Resource Conservation and Recovery Act of 1976 (RCRA), as amended, in accordance with all applicable Federal, State, and local regulations.
- All storage tanks that contain produced water, or other fluids which may constitute a hazard to public health or safety, will be surrounded by a secondary means of containment for the entire contents of the tank, plus freeboard for precipitation, or to contain 110 percent of the capacity of the tank. The appropriate containment and/or diversionary structures or equipment, including walls and floor, will be constructed so that any discharge from a primary containment system, such as a tank or pipe, will not drain, infiltrate, or otherwise escape to groundwater or surface waters before cleanup is completed. A liner shall be used when the ground is permeable and would allow filtration of fluid to the subsurface strata.
- Notice of any spill or leakage, as defined in BLM NTL 3A, will be immediately reported by BBC to the AO and to other Federal and State officials as required by law. Oral notice will be given as soon as possible, but within no more than 24 hours, and those oral notices will be confirmed in writing within 72 hours of any such occurrence.

DOWNHOLE PROGRAM CONDITIONS OF APPROVAL (COAs)

SITE SPECIFIC DOWNHOLE COAs:

- The production casing cement shall extend a minimum of 200 feet above the surface casing shoe.
- A Cement Bond Log (CBL) shall be run in the production casing from the TD to the top of cement. A field copy of the CBL shall be submitted to the BLM Price Field Office for review.
- All casing strings below the conductor shall be pressure tested to 0.22 psi/foot or 1500 psi, whichever is greater but not to exceed 70% of the internal yield.

Variances Granted, if needed:

- Air Drilling:
 - Blooie line discharge 100' from the well bore, variance granted for blooie line discharge to be 37' from the well bore.
 - Dust suppression equipment. Variance granted for water mist system to substitute for the dust suppression equipment.
 - Compressors located in the opposite direction from the blooie line a minimum of 100' from the well bore. Variance granted for two truck/trailer mounted air compressors.
 - Automatic ignitor. Variance granted for ignitor due to water mist.

All provisions outlined in Onshore Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to BLM Price Field Office 24 hours **prior** to spudding the well.
- Notify Price Field Office Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- If air drilling operations are utilized, the requirements of Onshore Order #2 Drilling Operations, Part III.E *Special Drilling Operations*, shall be implemented.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily, and the inspections recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Order #2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and NOT by the rig pumps. Tests shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Order #2.

- While drilling, the operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered, it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Price Field Office.
- No aggressive/fresh hard-banded drill pipe shall be used within casing strings. The use of non-API standard casing must be approved in advance by the BLM Price Field Office.
- Cement baskets shall not be run on surface casing.
- Casing pressure tests and mud weight equivalency tests of the casing shoe are required before drilling out from under all casing strings set and cemented in place. All casing strings below the conductor shall be pressure tested to .22 psi/foot or 1500 psi, whichever is greater but not to exceed 70% of the internal yield.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the BLM Price Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.
- When cementing the surface casing, cement shall be placed behind pipe from surface TD to surface. If cement returns are not seen at surface during the cement job, a cement bond log (CBL) shall be run to determine the top of cement and cement bond quality and provided to the Petroleum Engineer in the BLM Price Field Office. Mitigation measures in getting cement coverage behind pipe to surface may be approved verbally by the Petroleum Engineer, and followed up with a sundry submitted to this office.
- Cement behind the production casing shall extend 200 feet above the surface casing shoe. A CBL will be run from the production casing shoe to the surface casing shoe and shall be used to determine the top of cement and bond quality behind pipe. (If an intermediate casing string is run, cement behind the intermediate string shall extend 200 feet above the surface casing shoe. A CBL will be run from the intermediate casing shoe to the surface casing shoe and shall be used to determine the top of cement and bond quality.) Submit field copies of all CBLs that are run to this office.
- While drilling the well, daily drilling progress reports shall be emailed or faxed to the BLM Petroleum Engineer. Within 30 days of concluding drilling operations, a chronological well drilling history shall be submitted by sundry to the BLM Price Field Office. Within 30 days of concluding completion operations, a chronological well completion history shall be submitted by sundry to the BLM Price Field Office.
- Please submit a copy of all other logs run on this well to the BLM Price Field Office. This office will accept logs submitted either in an electronic format (such as PDF or TIFF files) that can be opened and read by BLM technical staff, or alternatively by hard copy.
- Following the drilling of a directionally-drilled well, a complete set of angular deviation and directional surveys will be submitted to the Petroleum Engineer within 30 days of the completion of the well.

- There shall be no deviation from the proposed drilling and completion program as approved. Any changes in operation must have prior approval from the BLM Price Field Office, either verbally (to be followed by a sundry sent to this office), or by a written sundry. Safe drilling and operating practices shall be observed at all times.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- In accordance with 43 CFR 3162.4-3, this well shall be reported on the "Monthly Report of Operations" Oil and Gas Operations Report (OGOR) starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report shall be filed in duplicate, directly with the Minerals Management Service, P.O. Box 17110, Denver, Colorado 80217-0110, or call 1-800-525-7922 (303) 231-3650 for reporting information.
- Should the well be successfully completed for production, the BLM Price Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Price Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL3A will be reported to the BLM Price Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM Price Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Price Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Price Field Office will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Price Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Order #3 shall be submitted to the BLM Price Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Order #3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Order #3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Price Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Price Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Price Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Order #7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the BLM Price Field Office Petroleum Engineer must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (BLM Form 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

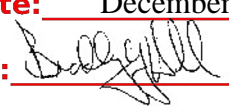
2.2.13 Other Design Features - Applicant-committed Environmental Protection Measures

Additional details regarding the development of Federal 14-4-16-12 are included in the Surface Use Plan included in the EA as Appendix B. The following applicant-committed environmental protection measures would be implemented during construction and operation of the well and the access road.

- No cross-country travel would be permitted.
- No vehicles would be operated during periods of saturated soil conditions when surface ruts greater than 4 inches would occur along straight travel routes.
- Vehicles would be instructed to travel at slow speeds to limit dust.
- All equipment would be cleaned to remove weed seeds and soil (soil may contain weed seeds) prior to arrival on public lands within the project area.
- Project employees and contractors would not be allowed to drive off-road (other than for authorized survey work).
- Project activities would be conducted in compliance with applicable requirements of the *Endangered Species Act of 1973*, as amended. BBC financed a survey to determine the presence of federally listed or BLM-sensitive plant species. None were found, although marginally suitable habitat occurs.
- Project personnel would be subject to the following requirements: no harassing or shooting of wildlife or wild horses, no dogs in the project area, no firearms in the project area, and no littering.
- BBC financed a raptor nest survey. No raptor nests were found to occur within 0.5 mi of the project area.
- BBC would not construct, drill, or complete the well during pronghorn antelope fawning season (from May 15 to June 15).
- BBC surveyed the project area for prairie dog burrows and located all burrows within disturbance areas using global positioning (GPS) technology. Burrows would be avoided to the extent practicable.
- All gates within the project area would be left as they are found (i.e., open gates would be left open, closed gates would be closed).
- Damage to existing fences and other range improvements would be repaired immediately.
- Gates would be used for crossing fences whenever possible. If a fence crossing is required at a location without a gate, the fence would be cut and H-braces would be

installed to support the existing fence. If livestock are present, a temporary gate would be installed to restrict livestock and wild horses to appropriate pastures. Upon termination of activities, the temporary opening or gate would be permanently repaired to its original or better condition.

- Removal or alteration of existing range improvements would be prohibited unless prior approval is obtained from BLM.
- BBC personnel and contractors would be instructed to minimize contact with and avoid harassment of livestock.
- Permitted archaeologists have completed a Class III survey for cultural resources on all areas to be disturbed by the proposed project (Montgomery 2007). No cultural material was found.
- If cultural resources are found during project operations, all work in the immediate vicinity of the resource would cease and BBC would notify BLM immediately. BBC would implement those measures requested by BLM to protect the resource until a permitted archaeologist could adequately evaluate it. Further work at the archaeological site would not commence until authorized by BLM.
- Before commencement of operations, all BBC employees and contractors would be informed that any disturbance to, defacement of, or removal of archaeological, historical, or sacred material would not be permitted. Violation of the laws that protect these resources would be treated as law enforcement/administrative issues.
- Dust control measures, as approved by the BLM, would be applied as appropriate.
- All vehicles and construction equipment would be properly maintained to minimize exhaust emissions and would be properly muffled to minimize noise.
- All surface-disturbing activities would be supervised by a qualified company representative to ensure the terms and conditions of the APD and Surface Use Plan are complied with.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9			
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: U-43777			
1. TYPE OF WELL Gas Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:			
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:			
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: FEDERAL 14-4-16-12			
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0784 FSL 1821 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 04 Township: 16.0S Range: 12.0E Meridian: S		9. API NUMBER: 43015307360000			
PHONE NUMBER: 303 312-8128 Ext		9. FIELD and POOL or WILDCAT: WILDCAT			
COUNTY: EMERY		STATE: UTAH			
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA					
TYPE OF SUBMISSION <input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 12/22/2009 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	TYPE OF ACTION <table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: </td> </tr> </table>		<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER:
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12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. This sundry is being submitted to request an extension to this APD which expires on 12/22/2009					
Approved by the Utah Division of Oil, Gas and Mining Date: December 14, 2009 By: 					
NAME (PLEASE PRINT) Tracey Fallang		PHONE NUMBER 303 312-8134			
SIGNATURE N/A		TITLE Regulatory Analyst			
DATE 12/14/2009					



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43015307360000

API: 43015307360000

Well Name: FEDERAL 14-4-16-12

Location: 0784 FSL 1821 FWL QTR SESW SEC 04 TWNP 160S RNG 120E MER S

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 12/27/2007

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? ☐ Yes ☒ No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? ☐ Yes ☒ No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? ☐ Yes ☒ No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? ☐ Yes ☒ No
- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

**Approved by the
Utah Division of
Oil, Gas and Mining**

Signature: Tracey Fallang

Date: 12/14/2009

Title: Regulatory Analyst **Representing:** BILL BARRETT CORP

Date: December 14, 2009

By:

RECEIVED December 14, 2009

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9			
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: U-43777			
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PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: WILDCAT			
COUNTY: EMERY		STATE: UTAH			
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA					
TYPE OF SUBMISSION	TYPE OF ACTION				
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 9/1/2011 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: </td> </tr> </table>		<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER:
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12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. BBC is submitting this sundry to request that the APD which expires 12/27/10 be renewed for a period of one year from its current expiration date. The BLM permit, which expires in January 2011 will be renewed for an additional two years (per BLM guidelines) and BBC needs to keep this permit valid as well.					
<div style="text-align: right;"> Approved by the Utah Division of Oil, Gas and Mining Date: 12/13/2010 By: </div>					
NAME (PLEASE PRINT) Brady Riley		PHONE NUMBER 303 312-8115			
SIGNATURE N/A		TITLE Permit Analyst			
		DATE 12/7/2010			



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43015307360000

API: 43015307360000

Well Name: FEDERAL 14-4-16-12

Location: 0784 FSL 1821 FWL QTR SESW SEC 04 TWP 160S RNG 120E MER S

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 12/27/2007

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? ☐ Yes ☒ No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? ☐ Yes ☒ No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? ☐ Yes ☒ No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? ☐ Yes ☒ No
- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

**Approved by the
Utah Division of
Oil, Gas and Mining**

Signature: Brady Riley

Date: 12/7/2010

Title: Permit Analyst **Representing:** BILL BARRETT CORP

Date: 12/13/2010

By:

RECEIVED December 07, 2010

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB NO. 1004-0135
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. UTU43777
2. Name of Operator BILL BARRETT CORPORATION		6. If Indian, Allottee or Tribe Name
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202		7. If Unit or CA/Agreement, Name and/or No.
3b. Phone No. (include area code) Ph: 303.312.8115 Fx: 303.291.0420		8. Well Name and No. FEDERAL 14-4-16-12
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 4 T16S R12E SESW 784FNL 1821FWL		9. API Well No. 43-015-30736-00-X1
		10. Field and Pool, or Exploratory UNDESIGNATED
		11. County or Parish, and State EMERY COUNTY, UT

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other Change to Original A PD
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

BBC is submitting this sundry to request that the APD which expires 1/6/11 be renewed for a period of one year from its current expiration date.

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DEC 27 2010

DIV. OF OIL, GAS & MINING

Approval is granted for a one-time two-year extension of this APD until 1/6/2013. MLH

14. I hereby certify that the foregoing is true and correct. Electronic Submission #99063 verified by the BLM Well Information System For BILL BARRETT CORPORATION, sent to the Price Committed to AFMSS for processing by ANITA JONES on 12/16/2010 (11AJ0165SE)	
Name (Printed/Typed) BRADY RILEY	Title PERMIT ANALYST
Signature (Electronic Submission)	Date 12/15/2010

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By <i>Manny Hernandez</i>	Title Petroleum Engineer	DEC 17 2010
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.		Office PRICE FIELD OFFICE

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ****

UDOGM

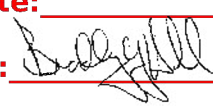
Revisions to Operator-Submitted EC Data for Sundry Notice #99063

	Operator Submitted	BLM Revised (AFMSS)
Sundry Type:	OTHER NOI	APDCH NOI
Lease:	UTU43777	UTU43777
Agreement:		
Operator:	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303-293-9100	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303.293.9100
Admin Contact:	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com Ph: 303-312-8115	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com Ph: 303.312.8115 Fx: 303.291.0420
Tech Contact:	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com Ph: 303-312-8115	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com Ph: 303.312.8115 Fx: 303.291.0420
Location:		
State:	UT	UT
County:	EMERY	EMERY
Field/Pool:	WILDCAT	UNDESIGNATED
Well/Facility:	FEDERAL 14-4-16-12 Sec 4 T16S R12E SESW 784FSL 1821FWL	FEDERAL 14-4-16-12 Sec 4 T16S R12E SESW 784FNL 1821FWL

RECEIVED

DEC 27 2010

DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9			
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: U-43777			
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2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:			
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: FEDERAL 14-4-16-12			
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0784 FSL 1821 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 04 Township: 16.0S Range: 12.0E Meridian: S		9. API NUMBER: 43015307360000			
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TYPE OF SUBMISSION	TYPE OF ACTION				
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 12/27/2011 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: </td> </tr> </table>		<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER:
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Approved by the Utah Division of Oil, Gas and Mining Date: 12/08/2011 By: 					
NAME (PLEASE PRINT) Brady Riley		PHONE NUMBER 303 312-8115			
SIGNATURE N/A		TITLE Permit Analyst			
DATE 12/5/2011					



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43015307360000

API: 43015307360000

Well Name: FEDERAL 14-4-16-12

Location: 0784 FSL 1821 FWL QTR SESW SEC 04 TWP 160S RNG 120E MER S

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 12/27/2007

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

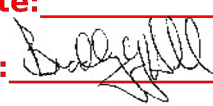
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- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Brady Riley

Date: 12/5/2011

Title: Permit Analyst **Representing:** BILL BARRETT CORP

RECEIVED Dec. 05, 2011

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: U-43777
1. TYPE OF WELL Gas Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: FEDERAL 14-4-16-12
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0784 FSL 1821 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 04 Township: 16.0S Range: 12.0E Meridian: S		9. API NUMBER: 43015307360000
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: WILDCAT
COUNTY: EMERY		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 12/27/2011	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	
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Approved by the Utah Division of Oil, Gas and Mining Date: 12/08/2011 By: 		
NAME (PLEASE PRINT) Brady Riley		PHONE NUMBER 303 312-8115
SIGNATURE N/A		TITLE Permit Analyst
DATE 12/5/2011		



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43015307360000

API: 43015307360000

Well Name: FEDERAL 14-4-16-12

Location: 0784 FSL 1821 FWL QTR SESW SEC 04 TWP 160S RNG 120E MER S

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 12/27/2007

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

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- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Brady Riley

Date: 12/5/2011

Title: Permit Analyst **Representing:** BILL BARRETT CORP

RECEIVED Dec. 05, 2011

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
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PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: WILDCAT
COUNTY: EMERY		STATE: UTAH
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NAME (PLEASE PRINT) Brady Riley		PHONE NUMBER 303 312-8115
SIGNATURE N/A		TITLE Permit Analyst
DATE 12/5/2011		



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43015307360000

API: 43015307360000

Well Name: FEDERAL 14-4-16-12

Location: 0784 FSL 1821 FWL QTR SESW SEC 04 TWP 160S RNG 120E MER S

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 12/27/2007

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- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Brady Riley

Date: 12/5/2011

Title: Permit Analyst **Representing:** BILL BARRETT CORP

RECEIVED Dec. 05, 2011

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
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2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43015307360000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: WILDCAT
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		STATE: UTAH

11.

CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
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BBC is submitting this sundry to request that the APD which expires 12/27/12 be renewed for a period of one year from its current expiration date. The BLM permit, which expires in 2013 will be renewed for an additional year (per BLM guidelines), thus BBC would like to keep this permit valid as well.

**Approved by the
Utah Division of
Oil, Gas and Mining**

Date: December 12, 2012

By: 

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 12/3/2012



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43015307360000

API: 43015307360000

Well Name: FEDERAL 14-4-16-12

Location: 0784 FSL 1821 FWL QTR SESW SEC 04 TWP 160S RNG 120E MER S

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 12/27/2007

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Signature: Brady Riley

Date: 12/3/2012

Title: Permit Analyst **Representing:** BILL BARRETT CORP



GARY R. HERBERT
Governor

SPENCER J. COX
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

February 27, 2014

Bill Barrett Corp.
1099 18TH Street, Suite 2300
Denver, CO 80202

Re: APD Rescinded – Federal 14-4-16-12, Sec. 4 T.16S, R.12E
Emery County, Utah API No. 43-015-30736

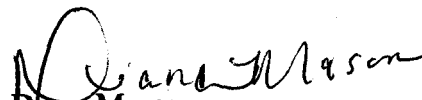
Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on December 27, 2007. On December 22, 2008, December 14, 2009, December 13, 2010, December 8, 2011 and December 12, 2012 the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective February 27, 2014.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Price

